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Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90201 008 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000062799

1. Corporation Name
THE BOOK FAIR, INC.

Principal Place of Business: 1219 KASS CIRCLE, SPRING HILL FL 34606
 Mailing Address: 1219 KASS CIRCLE, SPRING HILL FL 34606



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **07/26/1996**

4. FEI Number: **59-3392387** Applied For: Not Applicable:

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21
 Suite, Apt. #, etc.: 22
 City & State: 23
 Zip: 24 Country: 25
 2a. Mailing Address: 26
 Suite, Apt. #, etc.: 27
 City & State: 28
 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
WHARTON, RUTH P
1219 KASS CIRCLE
SPRING HILL FL 34606

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PTS	<input type="checkbox"/> DELETE
NAME	WHARTON, RUTH P	
STREET ADDRESS	9183 LINGROVE RD	
CITY-ST-ZIP	WEEKI WACHEE FL 34613	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WHARTON, JAMES D. J	
STREET ADDRESS	2235 SW 28TH STREET	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with another like empowered.

SIGNATURE: *[Signature]* Date: **4-10-99** Daytime Phone #: **352 686-1682**

CR2E034 (1/198)