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Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90038 044 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000039152

1. Corporation Name
HARPER LAKE HOLDINGS, INC.



Principal Place of Business 700 UNIVERSE BOULEVARD JUNO BEACH FL 33408	Mailing Address ATTN: FRANCES M. CARPENTER 700 UNIVERSE BOULEVARD JUNO BEACH FL 33408
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 05/01/1997	
4. FEI Number 65-0758965	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

LEON, J.E.
9250 W. FLAGLER ST.
MIAMI FL 33174

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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	AS	<input checked="" type="checkbox"/> DELETE
NAME	TANCER, EDWARD F	
STREET ADDRESS	11760 US HWY. 1, STE. 600	
CITY-ST-ZIP	N. PALM BEACH FL 33408	
TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	GELBER, LESLIE J.	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	HOFFMAN, KENNETH P	
STREET ADDRESS	11760 U SHIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DT	<input checked="" type="checkbox"/> DELETE
NAME	BOYLAN, PETER D	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	CARPENTER, FRANCES M	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	HATHAWAY, SCOT C	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Yackira, Michael W.	
1.3 STREET ADDRESS	700 Universe Blvd.	
1.4 CITY-ST-ZIP	Juno Beach FL 33408	
2.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Hoffman, Kenneth P.	
2.3 STREET ADDRESS	700 Universe Blvd.	
2.4 CITY-ST-ZIP	Juno Beach FL 33408	
3.1 TITLE	D/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Boylan, Peter D.	
3.3 STREET ADDRESS	700 Universe Blvd.	
3.4 CITY-ST-ZIP	Juno Beach FL 33408	
4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Carpenter, Frances M.	
4.3 STREET ADDRESS	700 Universe Blvd.	
4.4 CITY-ST-ZIP	Juno Beach FL 33408	
5.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Hathaway, Scot C.	
5.3 STREET ADDRESS	700 Universe Blvd.	
5.4 CITY-ST-ZIP	Juno Beach FL 33408	
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Ponder, Stephen H.	
6.3 STREET ADDRESS	700 Universe Blvd	
6.4 CITY-ST-ZIP	Juno Beach FL 33408	

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 all other like empowered.

SIGNATURE: *Frances M. Carpenter* **FRANCES M. Carpenter** 3/5/99 561-691-7171
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

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ADDENDUM TO 1999 FLORIDA ANNUAL REPORT

HARPER LAKE HOLDINGS, INC.
Document # P97000039152

SECTION 8

Intangible tax is paid by parent company FPL GROUP, INC., FEI #59-2449419

SECTION 13

TITLE:	AS
NAME:	Tancer, Edward F.
STREET ADDRESS:	700 Universe Blvd Juno Beach FL 33408