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Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000039586 (7)
 1. Corporation Name
HARPER LAKE ACQUISITIONS, INC.



Principal Place of Business 11760 US HWY. 1, STE. 600 PALM BEACH FL 33408	Mailing Address 11760 US HWY. 1, STE. 600 PALM BEACH FL 33408
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/01/1997

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

4. FEI Number 65-0758966	Applied For 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 or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No See Attached	

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
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	TANCER, EDWARD F	
STREET ADDRESS	11760 US HWY. 1, STE. 600	
CITY-ST-ZIP	PALM BEACH FL 33408	
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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	TANCER, EDWARD F	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	GELBER, LESLIE J	
2.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
2.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
3.1 TITLE	DV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	HOFFMAN, KENNETH P	
3.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
4.1 TITLE	DT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	BOYLAN, PETER D	
4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
5.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CARPENTER, FRANCES M	
5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	HATHAWAY, SCOT C	
6.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
6.4 CITY-ST-ZIP	NORTH PALM 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.

SIGNATURE: **FRANCES M. CARPENTER, SECRETARY** *Frances M. Carpenter* 2/18/98 (561)691-3500

CR2E034 (10/97)

Addendum to Florida Corporation Annual Report 1998

Name of Corporation: HARPER LAKE ACQUISITIONS, INC.

Document #P97000039586 (7)

Title: AS
Name: PONDER, STEPHEN H
Address: 11760 US HIGHWAY ONE SUITE 600
NORTH PALM BEACH FL 33408

ADDITION