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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **P97000039586**

1. Corporation Name
HARPER LAKE ACQUISITIONS, INC.



Principal Place of Business
**700 UNIVERSE BLVD
 JUNO BEACH FL 33408**

Mailing Address
**ATTN: FRANCES M CARPENTER
 700 UNIVERSE BLVD
 JUNO BEACH FL 3308**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/01/1997

4. FEI Number
65-0758966 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 **As Attached**

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
**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 **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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

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

CR2E034 (11/98)