

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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May 08, 1999 8:00 am
Secretary of State

05-08-1999 90086 036 ***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 # P97000044356

1. Corporation Name
OTHERLAND INC.

Principal Place of Business 2731 NE 14TH ST CSWY SUITE #605 POMPANO BEACH FL 33062-3552	Mailing Address 2731 NE 14TH ST CSWY SUITE #605 POMPANO BEACH FL 33062-3552
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 05/16/1997	4. FEI Number 65-0760384	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		
DAVIS, WILLIAM P III 2731 NE 14TH ST CSWY SUITE #605 POMPANO BEACH FL 33062-3552		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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIS, WILLIAM P I	1.2 NAME	
STREET ADDRESS	2731 NE 14TH ST CSWY,	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BEACH FL 33062	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VP	2.2 NAME	
STREET ADDRESS	DAVIS, CHRISTINE	2.3 STREET ADDRESS	
CITY-ST-ZIP	2731 NE 14TH ST CSWY	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S	3.2 NAME	
STREET ADDRESS	ARNAUT, JOHN B	3.3 STREET ADDRESS	
CITY-ST-ZIP	22270 FESTIVAL WAY	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	P	4.2 NAME	
STREET ADDRESS	ARNOUT, MARYANNA	4.3 STREET ADDRESS	
CITY-ST-ZIP	22270 FESTIVAL WAY	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 all other like empowered.

SIGNATURE: *William P I Davis* DATE: 4/28/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/1/98)