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Secretary of State

05-01-1999 90026 025 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # **P97000093329**

1. Corporation Name
ALPHABET CITY, INC.



Principal Place of Business 222 CLEMATIS STREET SUITE 202 WEST PALM BEACH FL 33401	Mailing Address 222 CLEMATIS STREET SUITE 202 WEST PALM BEACH FL 33401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 513 CLEMATIS STREET Suite, Apt. #, etc. 22 SUITE A City & State 23 WEST PALM BEACH FL Zip 24 33401	2a. Mailing Address 26 513 CLEMATIS STREET Suite, Apt. #, etc. 27 SUITE A City & State 28 WEST PALM BEACH FL Zip 29 33401	Country 25 USA	Country 30 USA
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3. Date Incorporated or Qualified 10/30/1997	Applied For Not Applicable
4. FEI Number 65-0792344	
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
ANGELL CORPORATE SERVICES, INC.
250 ROYAL PALM WAY
SUITE 300
PALM BEACH FL 33840

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	D	<input type="checkbox"/> DELETE
NAME	HELANDER, BRUCE	
STREET ADDRESS	222 CLEMATIS ST., SUITE 202	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HELANDER, CLAUDIA F	
STREET ADDRESS	222 CLEMATIS ST., SUITE 202	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	1201 FLORIDA AVENUE
1.4 CITY-ST-ZIP	WEST PALM BEACH FL 33401
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	1201 - FLORIDA AVENUE
2.4 CITY-ST-ZIP	WEST PALM BEACH FL 33401
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 all other like empowered.

SIGNATURE: *Bruce Helander* SIGNATURE REQUIRE (BRUCE HELANDER) April 27, 1999 561-655-0204
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)