

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

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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90085 011 ***150.00

0382280

PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # P98000086758

1. Corporation Name
 3-R-1 PROPERTIES, INC.



Principal Place of Business Mailing Address
 POST OFFICE BOX 5869 POST OFFICE BOX 5869
 SUN CITY CENTER FL 33571-5869 SUN CITY CENTER FL 33571-5869

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	3612 - 24TH STREET S.E.	26	3612 - 24TH STREET S.E.	10/06/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-3536093	
City & State		City & State		Applied For	
23 RUSKIN - FLORIDA		28 RUSKIN FLORIDA		Not Applicable	
Zip Country		Zip Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 33570 25 U.S.A.		29 33570 30 U.S.A.		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent			
PYLE, TERRENCE F 707 DEL WEBB BOULEVARD WEST SUN CITY CENTER FL 33573		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 607.050 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PYLE, TERRENCE F	1.2 NAME	BLENDER, TRINA P
STREET ADDRESS	POST OFFICE BOX 5869	1.3 STREET ADDRESS	101 American Center PL. Suite 104
CITY-ST-ZIP	SUN CITY CENTER FL 33571-5869	1.4 CITY-ST-ZIP	Tampa, FL 33619
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	VP D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	JOHNSON, DAVID W.
STREET ADDRESS		2.3 STREET ADDRESS	9210 SUNFLOWER DRIVE
CITY-ST-ZIP		2.4 CITY-ST-ZIP	TAMPA FLORIDA 33647
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	S. T. D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	SMITH, DURANTA L.
STREET ADDRESS		3.3 STREET ADDRESS	3612 - 24TH STREET S.E.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	RUSKIN FLORIDA 33570
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____ 4-20-99 813/630-7263
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)