


FILED
May 07, 1999 8:00 am
Secretary of State

05-07-1999 90119 027 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000093976

1. Corporation Name
CARLEN, INC.



Principal Place of Business 23 EAST TARPON AVENUE TARPON SPRINGS FL 34689	Mailing Address 23 EAST TARPON AVENUE TARPON SPRINGS FL 34689
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 11/05/1998	
4. FEI Number 59-3543424	Applied For <input type="checkbox"/> 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 the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

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

9. Name and Address of Current Registered Agent

PACE, JOHN F
23 EAST TARPON AVENUE
TARPON SPRINGS FL 34689

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

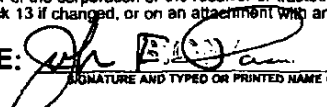
12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	MARTIN, CAROL E	
STREET ADDRESS	POST OFFICE BOX 1879	
CITY-ST-ZIP	TARPON SPRINGS FL 34688	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GIBSON, STANLEY G JR.	
STREET ADDRESS	POST OFFICE BOX 1879	
CITY-ST-ZIP	TARPON SPRINGS FL 34688	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GAGNON, CHRISTINE L	
STREET ADDRESS	POST OFFICE BOX 1879	
CITY-ST-ZIP	TARPON SPRINGS FL 34688	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SHARPE, LYNN A	
STREET ADDRESS	POST OFFICE BOX 1879	
CITY-ST-ZIP	TARPON SPRINGS FL 34688	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CAHALIN, HELEN J	
STREET ADDRESS	POST OFFICE BOX 1879	
CITY-ST-ZIP	TARPON SPRINGS FL 34688	
TITLE	SEC. TREAS.	<input type="checkbox"/> DELETE
NAME	JOHN F. PACE	
STREET ADDRESS	23 E. TARPON AVE.	
CITY-ST-ZIP	TARPON SPRINGS FL 34689	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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:  **JOHN F. PACE** Date: 2/19/99 Daytime Phone #: 727-938-0160

CR2E034 (11/98)