

**FILED**  
**Feb 23, 1999 8:00 am**  
**Secretary of State**

02-23-1999 90109 008 \*\*\*150.00

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
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**DOCUMENT # P98000108009**  
 1. Corporation Name  
**AF, INC.**

Principal Place of Business 1370 BREAKERS WEST BOULEVARD WEST PALM BEACH FL 33411	Mailing Address 1370 BREAKERS WEST BOULEVARD WEST PALM BEACH FL 33411
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DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified  
**12/30/1998**

4. FEI Number  
**65-0898434**

Applied For	<input type="checkbox"/>
Not Applicable	<input checked="" type="checkbox"/>

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

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

<b>9. Name and Address of Current Registered Agent</b>  <b>LEONE, FREDERICK JR</b> <b>3230 STIRLING ROAD</b> <b>HOLLYWOOD FL 33021</b>	<b>10. Name and Address of New Registered Agent</b> 81 Name 82 Street Address (P.O. Box Number Is Not Acceptable) 83 84 City <div style="text-align: right;"> <b>FL</b> 85 Zip Code       </div>
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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	<input type="checkbox"/> DELETE
NAME	<b>FOX, ALICE</b>
STREET ADDRESS	<b>1370 BREAKERS WEST BOULEVARD</b>
CITY-ST-ZIP	<b>WEST PALM BEACH FL 33411</b>
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	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

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: SIGNATURE REQUIRED ALICE T. FOX 1/18/99 (561) 790 3699  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)