

**FOR PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

2003, 2002, 2001

1

DOCUMENT # P98000108009

1. Entity Name

AF, Inc. N/K/A/XOF Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900015665059
04/11/03--01004--030 **450.00

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
1370 Breakers West Blvd.

3. Mailing Address
1370 Breakers West Blvd.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

DO NOT WRITE IN THIS SPACE

City & State
West Palm Beach

City & State
West Palm Beach

4. FEI Number
65-0898434

Applied For
Not Applicable

Zip
33411

Country
USA

Zip
33411

Country
USA

5. Certificate of Status Desired \$8.75 Additional Fee Required

**DO NOT WRITE
IN THIS SPACE**

7. Name and Address of Current Registered Agent

Name
Morris Engelberg, Esquire

Street Address (P.O. Box Number is Not Acceptable)
3230 Stirling Road, Suite 1

cHollywood

FL

Zip Code
33021

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE

[Handwritten signatures]

3/27/03

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered agent signature required when reinstating)

DATE

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back)

January 1 - May 1 Fee is \$150.00
After May 1, Fee is \$550.00
Amended UBR is \$61.25
Make Check Payable to Department of State

10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

11. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

D
FOX, ALICE
1370 BREAKERS WEST BOULEVARD
WEST PALM BEACH, FL 33411

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

**UBR
FOR
2001, 2002
& 2003**

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

[Handwritten initials]

TITLE
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13. 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 report or supplemental 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 11 or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/25/03

Date

Daytime Phone #

CR2E034B (12/01)

P98000108009

(2)

MORRIS ENGELBERG & MILGRIM, P. A.
PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

SUITE 1

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P. A.

MORRIS ENGELBERG
LAURIE E. MILGRIM

03
PALM BEACH OFFICE
25 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

FILED
MARCH 27 2003
STATE
FLORIDA

March 27, 2003

PRIVILEGED COMMUNICATION

VIA CERTIFIED MAIL

Mr. Buck Kohr
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: XOF Enterprises Limited
Partnership

AF, Inc. now known as
XOF Enterprises, Inc.
(After Amendment is Filed)

Dear Mr. Kohr:

Pursuant to your recent telephone conversation with Nancy of our offices in connection with the above-referenced entities, please be advised of the following:

- (1) Nancy called a couple of weeks ago and spoke to Mrs. Alice Fox, director and president of AF, Inc., one of the general partners of XOF Enterprises Limited Partnership, in connection with the Uniform Business Reports that should be filed annually with the State of Florida for AF, Inc. and XOF Enterprises Limited Partnership. She was following up to make sure that they had been filed and/or that Mrs. Fox was sending the same to our offices for instructions.
- (2) Mrs. Fox, who has been ill, told Nancy that she had no recollection of ever having received these forms in the past, and she further had her daughter, who is handling some of her affairs, check on the matter. We were informed that no papers have been received from the State of Florida for either AF, Inc. or XOF Enterprises Limited Partnership.
- (3) Nancy then called you at the Division of Corporations in Tallahassee, and you informed her that AF, Inc. was dissolved three years ago, and that the XOF Limited Partnership has been dissolved for four years.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (4) As previously discussed with you, Mrs. Fox is always timely in filing forms and paying taxes and fees, and if she had received these forms, she would have either taken care of them herself or sent them to us for instructions. It is apparent that these forms were never received by Mrs. Fox from the State of Florida.

Based on the aforementioned, we are certain that it absolutely is not the fault of the taxpayer that these forms were not filed. The individual taking care of these matters in the past did not follow up on the status of the same. We have come to the conclusion that based on his not following up on these matters, the documents have never been received by Mrs. Fox from the State of Florida due to the fact that the forms were not filed and the corporation and partnership are no longer active and have been dissolved.

- (5) **Based on the above, we respectfully request that all late filing penalties be waived, and based on your discussion with Nancy, we have enclosed herein the following:**

- (A) Two (2) originals of the Articles of Amendment to the Articles of Incorporation of AF, Inc. changing the name to XOF Enterprises, Inc. Said Amendment has been signed by Mrs. Alice Fox, director and president, and we have attached a check in the amount of \$35.00 made payable to the Secretary of State for the filing fee. This name change has been previously approved by you, and the name XOF Enterprises, Inc. was available.
- (B) The Uniform Business Report (Form UBR) for AF, Inc. now known as XOF Enterprises, Inc., which has been signed by Mrs. Alice Fox, president and director. Enclosed is a check in the amount of \$450 made payable to the Department of State. This amount covers the filing fees for the years of 2001, 2002 and 2003.
- (C) In connection with filing the Limited Partnership Uniform Business Report (Form UBR), we have enclosed herein the appropriate form signed by Mrs. Alice Fox, director and president of AF, Inc. now known as XOF Enterprises, Inc., a general partner of XOF Enterprises Limited Partnership. Enclosed is a check in the amount of \$2,105.00 made payable to the Department of State. This amount covers the filing fees for the years 2000, 2001, 2002 and 2003.

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FLORIDA

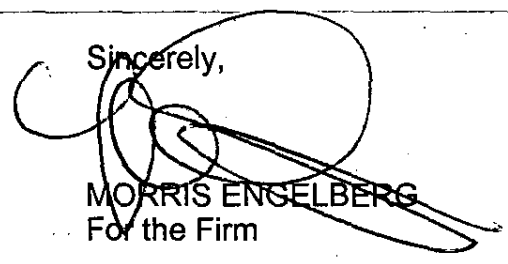
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Mr. Buck Kohr
Division of Corporations
March 27, 2003
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We hope the above explanation and the enclosed documents meet with your requirements, and we thank you in advance for your anticipated cooperation in this regard. We appreciate your efforts and assistance in working with our offices to reinstate these entities, supplying us with the necessary documents, waiving the late filing penalties, etc.

If you have any questions or comments in connection with this matter, or if you need any additional documentation or explanation, please do not hesitate to contact our offices.

Sincerely,



MORRIS ENGELBERG
For the Firm

ME:nh
Enclosures
cc. Mrs. Alice Fox
Mrs. Caroline Fiore
Dr. Robert Collins