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**Feb 08, 1999 8:00am
Secretary of State**

02-08-1999 90013 023 ****150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # V52705

1. Corporation Name
NORTHERN EXPOSURE, INC.



Principal Place of Business: 1223 KASS CIR STE 4 SPRING HILL FL 34606 US
Mailing Address: 1243 MASADA LANE SPRING HILL FL 34608

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and Mailing Address (25-30) fields with sub-headers for Suite, City & State, and Zip/Country.

3. Date Incorporated or Qualified: 07/22/1992
4. FEI Number: 59-3136912
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
**ROBLES, RAFAEL A.
15588 AVIATION LOOP DRIVE
SPRING HILL FL 34609**

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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 (DELETE) table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP and checkboxes for Change/Addition.

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: **ARTHUR HALLBERG (PRES) 1/18/99** (352) 6863015
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE Daytime Phone

CR2E034 (1/1/98)