

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Aug 12 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # V13179 (9)
 1. Corporation Name
 3300 HIGHLANDS INVESTMENT CORP.



Principal Place of Business: 1617 NORTH FLAGLER DRIVE WEST PALM BEACH FL 33407
 Mailing Address: P. O. BOX 33209 PALM BEACH GARDENS FL 33420 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/11/1992
 4. FEI Number: 65-0311454 Applied For: Not Applicable
 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25
 2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

9. Name and Address of Current Registered Agent
 MARIAN PEARLMAN NEASE
 5355 TOWN CENTER RD.
 SUITE 801
 BOCA RATON FL 33486

10. Name and Address of New Registered Agent
 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 607.0502 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
 TITLE: PD
 NAME: ROTHPLETZ, ROLAND
 STREET ADDRESS: P.O. BOX 33209 N/A
 CITY-ST-ZIP: WEST PALM BEACH FL
 [DELETE]
 [DELETE]
 [DELETE]
 [DELETE]
 [DELETE]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE: [Change] [X] Addition
 1.2 NAME
 1.3 STREET ADDRESS: PALM BEACH GARDENS, FL 33420
 1.4 CITY-ST-ZIP
 2.1 TITLE: [Change] [] Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP
 3.1 TITLE: [Change] [] Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP
 4.1 TITLE: [Change] [] Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP
 5.1 TITLE: [Change] [] Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP
 6.1 TITLE: [Change] [] Addition
 6.2 NAME
 6.3 STREET ADDRESS: 600002617426
 6.4 CITY-ST-ZIP: -08/17/98--01076--028
 ***150.00

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.

SIGNATURE: _____ (ROTHPLETZ, ROLAND) 7/29/98 561-699-2160

CR2E034 (5/98)

3300 Highlands Investment Corporation

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July 28, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

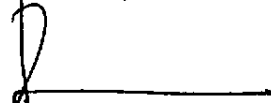
Dear Sirs:

This is in reference to the attached 1998 Profit Corporation Annual Report Packet (2nd notice). Please note that we have never received the first notice.

After consulting today with your office in Tallahassee, they suggested that we file the 2nd notice immediately, with a \$150.00 fee, and this letter of explanation.

Thank you.

Sincerely,



Roland Rothpletz
President

Enclosures