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Jan 21, 1999 8:00am
Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # 225458

1. Corporation Name
BROWN GROVES INC

Principal Place of Business
NORTH LAKE REEDY BLVD
P.O. BOX 128
FROSTPROOF FL 33843

Mailing Address
NORTH LAKE REEDY BLVD
P.O. BOX 128
FROSTPROOF FL 33843

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/02/1959

4. FEI Number

59-0906606

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 the current year Intangible
Personal Property Tax.

Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

29 Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GRIFFIN, DOROTHY B
1317 N LAKE REEDY BLVD
FROSTPROOF FL 33843

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME BROWN, KIMBERLY A
STREET ADDRESS 2841 N OCEAN BLVD #905
CITY-ST-ZIP FT LAUDERDALE FL 33308

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE STD
NAME GRIFFIN, DOROTHY B
STREET ADDRESS 1317 N. LAKE REEDY BLVD
CITY-ST-ZIP FROSTPROOF FL 33843

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE V D
NAME CARTER, KENNETH
STREET ADDRESS 2890 HILLSIDE DR.
CITY-ST-ZIP HIGHLAND VILLAGE TX 75067

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE PD
NAME GRIFFIN, B III
STREET ADDRESS 1317 NO LAKE REEDY BLVD
CITY-ST-ZIP FROSTPROOF FL 33843

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DOROTHY B GRIFFIN 1-6-99 (941) 635-3749

CR2E034 (11/98)