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Jan 28, 1999 8:00am  
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DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION  
ANNUAL REPORT  
1999

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

DOCUMENT # 430187

1. Corporation Name

BROWN'S OF NAPLES, INC.

Principal Place of Business

4300 NO. TAMIAMI TR  
NAPLES FL 33940

Mailing Address

4300 NO. TAMIAMI TR  
NAPLES FL 33940

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified

07/10/1973

4. FEI Number

59-1471332

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BROWN, DONALD H JR  
4300 N. TAMIAMI TRAIL  
NAPLES FL 33940

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

TITLE PSD  
NAME BROWN, DONALD H JR  
STREET ADDRESS 4300 N. TAMIAMI TRAIL  
CITY-ST-ZIP NAPLES FL 34103

TITLE VTD  
NAME CALVANI, JAMES A  
STREET ADDRESS 4300 N. TAMIAMI TRAIL  
CITY-ST-ZIP NAPLES FL 34103

TITLE V  
NAME SHEA, BARBARA H  
STREET ADDRESS 4300 N. TAMIAMI TRAIL  
CITY-ST-ZIP NAPLES FL 34103

TITLE V  
NAME HALE, NANCY ANN  
STREET ADDRESS 4300 N. TAMIAMI TRAIL  
CITY-ST-ZIP NAPLES FL 34103

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

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

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

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 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

Date

Daytime Phone #

CR2E034 (11/98)