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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 733955
 1. Corporation Name
THE NAKED LADY RANCH, INC.

Principal Place of Business 6100 S.W. MOORES STREET P. O. BOX 332 PALM CITY FL 34991	Mailing Address 6100 S.W. MOORES STREET P. O. BOX 332 PALM CITY FL 34991
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21. Principal Place of Business Suite, Apt. #, etc.	2a. Mailing Address Suite, Apt. #, etc.	3. Date Incorporated or Qualified 09/30/1975
22. City & State	27. City & State	4. FEI Number 59-1647303
23. Zip	28. Zip	5. Certificate of Status Desired <input type="checkbox"/>
24. Country	30. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>

9. Name and Address of Current Registered Agent SALES, RONALD 1551 FORUM PL STE 300F W PALM BCH FL 33402	10. Name and Address of New Registered Agent 81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 85. Zip Code
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: VD NAME: CARNEY, JOHN STREET ADDRESS: 5405 SW 61 DRIVE CITY-ST-ZIP: PALM CITY FL 34990	<input checked="" type="checkbox"/> DELETE	1.1 TITLE: D 1.2 NAME: JOHN JUERGENS 1.3 STREET ADDRESS: 5808 SW 61 DR. 1.4 CITY-ST-ZIP: PALM CITY, FL 34990	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: S NAME: CARNEY, STEPHANIE P STREET ADDRESS: 5405 SW 61ST DR. CITY-ST-ZIP: PALM CITY FL 34990	<input type="checkbox"/> DELETE	2.1 TITLE: V 2.2 NAME: JOHN CARNEY 2.3 STREET ADDRESS: 5405 SW 61 DR. 2.4 CITY-ST-ZIP: PALM CITY, FL 34990	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: P NAME: ROOT, KEITH STREET ADDRESS: 6344 SW 52ND TERR. CITY-ST-ZIP: PALM CITY FL 34990	<input type="checkbox"/> DELETE	3.1 TITLE: D 3.2 NAME: AUDREY MINNIS 3.3 STREET ADDRESS: 6090 SW MOORES ST. 3.4 CITY-ST-ZIP: PALM CITY, FL 34990	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: D NAME: ATTERBURY, VIRGINIA STREET ADDRESS: 5820 SW 61ST DR CITY-ST-ZIP: PALM CITY FL 34990	<input checked="" type="checkbox"/> DELETE	4.1 TITLE: D 4.2 NAME: LUCIA TRANHAM 4.3 STREET ADDRESS: P. O. BOX 1293 4.4 CITY-ST-ZIP: PALM CITY, FL 34990	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: D NAME: WOOD, REGINA STREET ADDRESS: 4950 SW 66TH AVE CITY-ST-ZIP: PALM CITY FL 34990	<input checked="" type="checkbox"/> DELETE	5.1 TITLE: 5.2 NAME: 5.3 STREET ADDRESS: 5.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: T NAME: WHITE, SHELLEY B STREET ADDRESS: 5705 SW 61ST DR CITY-ST-ZIP: PALM CITY FL	<input type="checkbox"/> DELETE	6.1 TITLE: 6.2 NAME: 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> 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 617, 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 REQUIRED Date: 4/8/99 Daytime Phone #: 561 220 1891

CR2E037 (1/198)