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Jan 27, 1999 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1999



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

01-27-1999 90012 035 *****61.25

DOCUMENT # 735423

1. Corporation Name
VENTURE THREE, INC.

Principal Place of Business: 10701 SOUTH OCEAN DR. JENSEN BEACH FL 34957
Mailing Address: 10701 SOUTH OCEAN DR. JENSEN BEACH FL 34957



2. Principal Place of Business (21-24), 2a. Mailing Address (25-28), 3. Date Incorporated or Qualified (03/30/1976), 4. FEI Number (59-1726007), 5. Certificate of Status Desired (\$8.75 Additional Fee Required), 6. Election Campaign Financing (\$5.00 May Be Added to Fees)

9. Name and Address of Current Registered Agent (MCCARTHY, TERENCE P., ATTY. 2081 E. OCEAN BLVD. STUART, 34996), 10. Name and Address of New Registered Agent (81-85)

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

12. OFFICERS AND DIRECTORS (S: DANIELSON, JEAN E; P: SCOTT, WALTER J; VD: PLEYTE, GARY; VD: MCDERMOTT, ROBERT; TD: MOHR, DAVID), 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1-6.4)

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] 1-6-99 561-229-2323
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)