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FILED
Jan 29, 1999 8:00am
Secretary of State

01-29-1999 90042 020 ****150.00

PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # 841952

1. Corporation Name
AZER HOLDINGS N.V.

Principal Place of Business

7200 PROCTOR RD.
SARASOTA FL 34241

Mailing Address

7200 PROCTOR RD
SARASOTA FL 34241
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/01/1978

4. FEI Number

59-1786827

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

21 Suite, Apt. #, etc.

22 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country

9. Name and Address of Current Registered Agent

TALBOT, LINDA
7200 PROCTOR RD.
SARASOTA FL 34241

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
FL

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 DELETE

NAME
ULMKE, RITA
STREET ADDRESS
7200 PROCTOR RD.
CITY-ST-ZIP
SARASOTA FL

TITLE DELETE

NAME
TALBOT, LINDA
STREET ADDRESS
7200 PROCTOR RD
CITY-ST-ZIP
SARASOTA FL

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

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

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 #

Linda Talbot
LINDA TALBOT, VP
Jan 12, 1999 (941)
921-7957

CR2E034 (11/98)