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FILED

May 14 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 842818 (7)

1. Corporation Name
BERNSTEIN/LEIBSTONE ASSOCIATES, INC.



Principal Place of Business
2001-A AUSTRALIAN AVENUE
RIVIERA BEACH FL 33404
US

Mailing Address
2001-A AUSTRALIAN AVENUE
RIVIERA BEACH FL 33404
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 4900 DYON BLVD.

Suite, Apt. #, etc.

22 City & State

23 RIVIERA BEACH FL

24 33407

25 Country

2a. Mailing Address

26 4900 DYON BLVD

Suite, Apt. #, etc.

27 City & State

28 RIVIERA BEACH

29 33407

30 Country

3. Date Incorporated or Qualified

03/16/1979

4. FEI Number

11-1996121

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 or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

9. Name and Address of Current Registered Agent

PETERSON, DARRELL
2001-A AUSTRALIAN AVENUE
RIVIERA BEACH FL 33404

10. Name and Address of New Registered Agent

81 Name Patrick Sullivan
82 Street Address (P.O. Box Number is not acceptable)
4900 DYON BLVD
83
84 City RIVIERA BEACH FL 85 Zip Code 33407

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 in printed name of registered agent and file if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P DELETE

NAME PETERSON, DARRELL
STREET ADDRESS 2001-A AUSTRALIAN AVENUE
CITY-ST-ZIP RIVIERA BEACH FL 33404

TITLE D DELETE

NAME HERTER, GAREY
STREET ADDRESS 2001-A AUSTRALIAN AVENUE
CITY-ST-ZIP RIVIERA BEACH FL 33404

TITLE D DELETE

NAME HERTER, JOHN D
STREET ADDRESS 2001-A AUSTRALIAN AVENUE
CITY-ST-ZIP RIVIERA BEACH FL 33404

TITLE D DELETE

NAME LIVERGOOD, BRUCE
STREET ADDRESS 2001-A AUSTRALIAN AVENUE
CITY-ST-ZIP RIVIERA BEACH FL 33404

TITLE D DELETE

NAME SULLIVAN, PATRICK
STREET ADDRESS 2001-A AUSTRALIAN AVENUE
CITY-ST-ZIP RIVIERA BEACH FL 33404

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 4900 DYON BLVD

1.4 CITY-ST-ZIP RIVIERA Bch FL 33407

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS 4900 DYON BLVD

2.4 CITY-ST-ZIP RIVIERA BEACH FL 33407

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 4900 DYON BLVD

4.4 CITY-ST-ZIP RIVIERA Bch FL 33407

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS 4900 DYON BLVD

5.4 CITY-ST-ZIP RIVIERA Bch FL 33407

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.

SIGNATURE

Patrick Sullivan 4/28/98 561-848-1616

CR2E034 (10/97)