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May 08 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 # F94000000269 (0)

1. Corporation Name

NORTHWOODS CAPITAL MANAGEMENT, LTD., INC.



Principal Place of Business

Mailing Address

10621 AIRPORT PULLING ROAD NO
STE #1
NAPLES FL 34109
US

10621 AIRPORT PULLING ROAD NO
STE #1
NAPLES FL 34109
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 5551 Ridgewood Dr.

2a. Mailing Address

26 5551 Ridgewood Dr.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 Suite 305

27 Suite 305

City & State

City & State

23 Naples, FL

28 Naples, FL

Zip

Country

Zip

Country

24 34108

25 US

29 34108

30 US

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SORRENTINO, ROBERT J
10621 AIRPORT PULLING ROAD NO
STE #1
NAPLES FL 34109

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

5551 Ridgewood Dr.

83 Suite 305

84 City Naples

FL

85 Zip Code 34108

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]

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PSTD
NAME SORRENTINO, ROBERT J
STREET ADDRESS 10621 AIRPORT PULLING ROAD NO, #1
CITY-ST-ZIP NAPLES FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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.

SIGNATURE:

[Signature]

4/28/98

CR2E034 (10/97)