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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
May 04, 1999 8:00 am
Secretary of State

05-04-1999 90114 019 ***150.00

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1. Corporation Name
LIGHT FANTASTIC, INC.



Principal Place of Business
1450 S. DIXIE HWY
BOCA RATON FL 33432

Mailing Address
1450 S. DIXIE HWY
BOCA RATON FL 33432

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/07/1994

2. Principal Place of Business

21 14 S. SWINTON AVE

2a. Mailing Address

26 14 S. SWINTON AVE

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23 DELRAY BEACH, FLA

28 DELRAY BEACH, FLA

Zip

Zip

24 33444

Country

Country

25 USA

29 33444

30 USA

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SMITHER JR, ROBERT M
1450 S. DIXIE HWY
BOCA RATON FL 33432

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)
14 S. SWINTON AVE

83

84 City

DELRAY BEACH

FL

85 Zip Code

33444

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 PCD
NAME WORRELL JR, THOMAS E
STREET ADDRESS 1450 S DIXIE HWY
CITY-ST-ZIP BOCA RATON FL

TITLE VD
NAME FREAKLEY, EDWIN M
STREET ADDRESS 200 CARTER'S GROVE LANE
CITY-ST-ZIP LYNCHBURG VA 24503

TITLE S
NAME WORRELL, ODETTE A
STREET ADDRESS 1450 S DIXIE HWY
CITY-ST-ZIP BOCA RATON FL

TITLE VPD
NAME SMITHER JR, ROBERT M
STREET ADDRESS 1450 S DIXIE HWY
CITY-ST-ZIP BOCA RATON FL

TITLE AS
NAME GOODYEAR, KIM
STREET ADDRESS 1450 S DIXIE HWY
CITY-ST-ZIP BOCA RATON FL

TITLE AT
NAME WINTZER, WILLIAM R
STREET ADDRESS 1450 S DIXIE HWY
CITY-ST-ZIP BOCA RATON FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
14 S. SWINTON AVE
DELRAY BEACH, FL 33444

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
14 S. SWINTON AVE
DELRAY BEACH, FL 33444

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
14 S. SWINTON AVE
DELRAY BEACH, FL 33444

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
125 W. POSTA
TADS, NM 87571

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP
14 S. SWINTON AVE
DELRAY BEACH, FL 33444

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:

WILLIAM R. WINTZER
Date 4/27/99 (561) 243-2400
Signature and typed or printed name of signing officer or director Daytime Phone #

CR2E034 (11/98)