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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # F95000002527

1. Corporation Name

Carolyn Corporation

Principal Place of Business

16182 S.W. 73 Rd.
Miami, FL 33157

Mailing Address

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt #, etc

26

Suite, Apt #, etc

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

Reuven Odell
16182 S.W. 73 Rd.
Miami, FL 33157

81. Name

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

83

84. City

FL 85. Zip Code

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 submitting)

(DATE)

12. OFFICERS AND DIRECTORS

TITLE [] DELETE

NAME [] DELETE

STREET ADDRESS [] DELETE

CITY-STATE-ZIP [] DELETE

TITLE [] DELETE

NAME [] DELETE

STREET ADDRESS [] DELETE

CITY-STATE-ZIP [] DELETE

TITLE [] DELETE

NAME [] DELETE

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STREET ADDRESS [] DELETE

CITY-STATE-ZIP [] DELETE

TITLE [] DELETE

NAME [] DELETE

STREET ADDRESS [] DELETE

CITY-STATE-ZIP [] DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-STATE-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-STATE-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-STATE-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-STATE-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-STATE-ZIP

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****150.00 ****150.00

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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

18/99

CR2E034 (11/98)