

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**Mar 12, 1999 8:00 am**  
**Secretary of State**

03-12-1999 90033 013 \*\*\*\*43.75  
 03-12-1999 90033 014 \*\*\*150.00



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

PROFIT CORPORATION  
 ANNUAL REPORT  
**1999**

DOCUMENT # **F95000002847**

1. Corporation Name  
**KILEY CAPITAL, INC.**

Principal Place of Business  
**304 ROYAL POINCIANA PLAZA  
 PALM BEACH FL 33480**

Mailing Address  
**304 ROYAL POINCIANA PLAZA  
 PALM BEACH FL 33480**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
**06/13/1995**

4. FEI Number  
**36-3991294** 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 **120 So. OLIVE ST., STE 404**  
 Suite, Apt. #, etc. **STE. 404**  
 City & State **WEST PALM BEACH FL**  
 Zip **33401** Country **USA**

2a. Mailing Address  
 26 **same**  
 Suite, Apt. #, etc. **/**  
 City & State **/**  
 Zip **/** Country **/**

9. Name and Address of Current Registered Agent  
**KILEY, MICHAEL  
 304 ROYAL POINCIANA PLAZA  
 PALM BEACH FL 33480**

10. Name and Address of New Registered Agent  
 81 Name **Kiley, Michael D.**  
 82 Street Address (P.O. Box Number is Not Acceptable) **120 So. Olive Ave., Ste. 404**  
 83  
 84 City **WEST PALM BEACH** FL 85 Zip Code **33401**

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 **Michael D. Kiley, CEO, Michael D. Kiley** DATE **1/19/99**

12. OFFICERS AND DIRECTORS

TITLE	<b>P</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>KILEY, MICHAEL</b>
STREET ADDRESS	<b>230 EVERGLADES AVENUE #102</b>
CITY-ST-ZIP	<b>PALM BEACH FL 33480</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>CEO KILEY, MICHAEL D.</b>
1.3 STREET ADDRESS	<b>113 COVENTRY PL.</b>
1.4 CITY-ST-ZIP	<b>PALM BEACH GARDENS, FL 33418</b>
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<b>PRESIDENT ANDREW J. BLEMERS</b>
2.3 STREET ADDRESS	<b>205 F SEA OATS DR.</b>
2.4 CITY-ST-ZIP	<b>JUNO BEACH FL 33408</b>
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: **Michael D. Kiley, Michael D. Kiley CEO** DATE **1/19/99** DAYTIME PHONE # **561-820-9700**

CR2E034 (1/98)

226602-90033-7  
F95000002847

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

Kiley, Bloemers, Inc.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The name of the Corporation has been changed:

from: Kiley CAPITAL, Inc.

to: Kiley, Bloemers, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

2206002-9033-7  
F95000008847

7/1/98

THIRD: The date of each amendment's adoption: \_\_\_\_\_

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
  
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of JANUARY, 19 99.

Signature Michael D. Kiley  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MICHAEL D. Kiley  
Typed or printed name

C.E.O.  
Title