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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

APPROVED
FILED

99 FEB 15 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F 950 0000 4678 (7)

1. Corporation Name

Newmarket Strategic Development Corp.

Principal Place of Business

7040 W. Palmetto Park Rd,
Building 4/Suite 572
Boca Raton, FL 33433

Mailing Address

7040 W. Palmetto Park Rd,
Building 4/Suite 572
Boca Raton, FL 33433

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

Alfred M. Schiffrin
7040 W. Palmetto Park Rd,
Building 4/Suite 572
Boca Raton, FL 33433

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 607.052 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, print or typed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

Alfred M. Schiffrin

2/12/99

12. OFFICERS AND DIRECTORS

TITLE 12/15/T/D [] DELETE

NAME Alfred M. Schiffrin

STREET ADDRESS 7040 W. PALMETTO PARK RD,

CITY-ST-ZIP Bldg 4/Suite 572, Boca Raton, FL 33433

TITLE [] DELETE

NAME Alicia M. LaSala

STREET ADDRESS

CITY-ST-ZIP [] DELETE

TITLE [] DELETE

NAME [] DELETE

STREET ADDRESS [] DELETE

CITY-ST-ZIP [] DELETE

TITLE [] DELETE

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TITLE [] DELETE

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CITY-ST-ZIP [] DELETE

13.

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

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [] Addition

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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)(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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/10/99

(561) 218-2140

CR2E034 (11/98)