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May 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

1997 1998

DOCUMENT # F96000000931 (3)

1. Corporation Name
GREAT EXPECTATIONS MANAGEMENT CORP.

Principal Place of Business

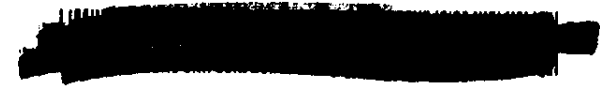
~~255 BUSINESS CENTER DR
HORSHAM PA 19044~~

See attached Schedule A

Mailing Address

~~255 BUSINESS CENTER DR
HORSHAM PA 19044~~

PO Box 918
Welsh & McKean Roads
Spring House, PA 19477



2. Principal Place of Business

21 See attached Schedule A

22 City & State

23 Zip

24 Country

26 Mailing Address

26 Welsh & McKean Roads
PO Box 918

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified
02/23/1996

3a. Date of Last Report
4/29/97

4. FEI Number

95-4513328

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 has liability for intangible tax under s. 199.032, Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE: CEO
NAME: LEVITT, JEFFREY S
STREET ADDRESS: 255 BUSINESS CENTER DR
CITY-ST-ZIP: HORSHAM PA 19044
SEE ATTACHED SCHEDULE B FOR 1998

TITLE: CFO
NAME: MCGINNIS, WILLIAM J
STREET ADDRESS: 255 BUSINESS CENTER DR
CITY-ST-ZIP: HORSHAM PA 19044

TITLE: DS
NAME: MICHAELS, PAMELA A
STREET ADDRESS: 255 BUSINESS CENTER DR
CITY-ST-ZIP: HORSHAM PA 19044

TITLE: P
NAME: BRENNER, ANTHONY P
STREET ADDRESS: 5 HORSHAM BUSINESS CENTER, 300 WELSH RD
CITY-ST-ZIP: HORSHAM PA 19044

TITLE: S
NAME: HOLLIN, MITCHELL L
STREET ADDRESS: 5 HORSHAM BUSINESS CENTER, 300 WELSH RD
CITY-ST-ZIP: HORSHAM PA 19044

TITLE: [] DELETE
NAME: []
STREET ADDRESS: []
CITY-ST-ZIP: []

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: CEO
1.2 NAME: Richley, Robert D.
1.3 STREET ADDRESS: Welsh & McKean Roads
1.4 CITY-ST-ZIP: Spring House, PA 19477
Change Addition

2.1 TITLE: Treasurer
2.2 NAME: Titus, Roy E.
2.3 STREET ADDRESS: Welsh & McKean Roads
2.4 CITY-ST-ZIP: Spring House, PA 19477
Change Addition

3.1 TITLE: Secretary
3.2 NAME: Ginsberg, Sheara L.
3.3 STREET ADDRESS: Welsh & McKean Roads
3.4 CITY-ST-ZIP: Spring House, PA 19477
Change Addition

4.1 TITLE: []
4.2 NAME: []
4.3 STREET ADDRESS: []
4.4 CITY-ST-ZIP: []
Change Addition

5.1 TITLE: President
5.2 NAME: Hollin, Mitchell L.
5.3 STREET ADDRESS: Welsh & McKean Roads
5.4 CITY-ST-ZIP: Spring House, PA 19477
Change Addition
6/5/98

6.1 TITLE: 400002541314
6.2 NAME: -05/23/98--01099--041
6.3 STREET ADDRESS: ***150.00
6.4 CITY-ST-ZIP: []
Change Addition

14. I do 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

Pf 2/03

**Profit Corporation Annual Report
Great Expectations Management Corp.**

**Schedule A
Response to Question 2**

4800 North Federal Highway, Suite B103
Boca Raton, FL 33431
County: Palm Beach

15950 Bay Vista Drive, Suite 150
Clearwater, FL 34620
County: Pinellas

2180 West 1st Street, #415
Fort Myers, FL 33901
County: Lee

4348 Southpoint Boulevard, Suite 210
Jacksonville, FL 32216
County: DuVal

20803 Biscayne Boulevard, Suite 102
Aventura, FL 33180
County: Dade

2150 Goodlette Frank Road, #306
Naples, FL 33940
County: Collier

Lake Destiny Executive Center II
1001 North Lake Destiny Road
Suite 200
Maitland, FL 32751
County: Seminole

