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Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90045 005 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **F97000000807**

1. Corporation Name
RAIL ENTERPRISES, INC.



Principal Place of Business

Mailing Address

~~100 ORANGE AVE
 ORLANDO, FL 32856~~

~~PO BOX 568508
 ORLANDO, FL 32856~~

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/13/1997

4. FEI Number
11-3051523

Applied For
 Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 **100 ORANGE AVE**

26 **PO Box 568508**

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 **ORLANDO, FL 32856**

27 **ORLANDO, FL**

City & State

City & State

23
 Zip Country

28
 Zip Country
32856 USA

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

9. Name and Address of Current Registered Agent

**LEONE, JAMES R
 452 OSCEOLA ST., #211
 ALTAMONTE SPRINGS FL 32701**

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PST	<input type="checkbox"/> DELETE
NAME	PRIMI, DON	
STREET ADDRESS	P.O. BOX 568508 N/A	
CITY-ST-ZIP	ORLANDO FL 32856	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	PRIMI, DON	
STREET ADDRESS	P.O. BOX 568508 N/A	
CITY-ST-ZIP	ORLANDO FL 32856	
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		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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: **REQUIRED**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-25-99 407 857 3645
 Date Daytime Phone #

CR2E034 (11/98)