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May 01 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # F97000004187 (7)

1. Corporation Name

CHELSEA OPERATING INC.



Principal Place of Business

Mailing Address

8838 SE RIVERFRONT TERRACE
TEQUESTA FL 33464

8838 SE RIVERFRONT TERRACE
TEQUESTA FL 33464

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 10242 N.W 47th ST

26 10242 N.W 47th ST

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 # 26

27 # 26

City & State

City & State

23 Sunrise FL

28 Sunrise FL

Zip

Country

Zip

Country

24 33351

25 USA

29 33351

30 USA

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

OBSTGARTEN, RONALD J
8838 SE RIVERFRONT TERRACE
TEQUESTA FL 33464

81 Name RONALD J. OBSTGARTEN
82 Street Address (P.O. Box Number is Not Acceptable)
10242 N.W 47th ST
83 Suite 26
84 City Sunrise FL 85 Zip Code 33351

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]

(NOTE: Registered Agent signature required when reinstating)

DATE 4/20/98

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|----------------|--|--|
| TITLE | PVC | <input type="checkbox"/> DELETE |
| NAME | OBSTGARTEN, RONALD J | |
| STREET ADDRESS | 8838 SE RIVERFRONT TERRACE 10242 N.W 47 th ST | |
| CITY-ST-ZIP | TEQUESTA FL 33464 #26 Sunrise FL 33351 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | DOVER, WILLIAM | |
| STREET ADDRESS | 200-602 11TH AVE SW, CALGARY, ALBERTA | |
| CITY-ST-ZIP | CANADA T2R 1J8 | |
| TITLE | TC | <input checked="" type="checkbox"/> DELETE |
| NAME | PLEDGE, LYLE T | |
| STREET ADDRESS | 200-602 11TH AVE SW, CALGARY, ALBERTA | |
| CITY-ST-ZIP | CANADA T2R 1J8 | |
| 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 | TC | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | Hemmis Edwin J. | |
| 1.3 STREET ADDRESS | 1114 20 th Ave N.W | |
| 1.4 CITY-ST-ZIP | CALGARY ALBERTA CANADA T2M 1E8 | |
| 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.

SIGNATURE *[Signature]* 4/20/98 541-312-2231

CP2E034 (10/97)