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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katharine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004187

1. Corporation Name
CHELSEA OPERATING INC.

Principal Place of Business

10242 NW 47TH STREET
#26
SUNRISE FL 33351
US

Mailing Address

10242 NW 47TH ST
#26
SUNRISE FL 33351
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 212 N.W. 4th Ave
Suite, Apt. #, etc.

22

23 City & State
Hallandale FL

24 Zip Country
33009 USA

2a. Mailing Address

26 212 N.W. 4th Ave
Suite, Apt. #, etc.

27

28 City & State
Hallandale FL

29 Zip Country
33009 USA

3. Date Incorporated or Qualified

08/08/1997

4. FEI Number

65-0771646

Applied For

Not Applicable

5. Certificate of Status Desired

X

\$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

OBSTGARTEN, RONALD J
10242 NW 47TH STREET
SUITE 26
SUNRISE FL 33351

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 PVC
NAME OBSTGARTEN, RONALD J
STREET ADDRESS 10242 NW 47TH STREET, #26
CITY-ST-ZIP SUNRISE FL 33351

TITLE VD
NAME DOVER, WILLIAM
STREET ADDRESS 200-602 11TH AVE SW, CALGARY, ALBERTA
CITY-ST-ZIP CANADA T2R 1J8

TITLE TC
NAME HEMMIS, EDWIN J
STREET ADDRESS 1114 20TH AVENUE NE
CITY-ST-ZIP CALGARY ALBERTA CA T2M1E

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

4/19/99

Date

561 310-0236

Daytime Phone #

CR2E034 (11/98)