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Apr 27 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 # **G65838** (6)
1. Corporation Name
MBF HOLDINGS, INC.



Principal Place of Business
**801 WEST BAY DRIVE
#800
LARGO FL 34640**

Mailing Address
**300 PROSPERITY FARMS ROAD #G
NO. PALM BEACH FL 33408**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 1660 GULF BWD		26 1660 GULF BWD		10/21/1983	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 SUITE 1101		27 SUITE 1101		59-2410294	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 CLEARWATER, FL		28 CLEARWATER, FL		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 33767	25	29 33767	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
ELLI, M.A. MILLS MBF HOLDINGS, INC. 801 WEST BAY DR., STE. 800 LARGO FL 34640				81 Name MILLS, ELLI M.A.			
				82 Street Address (P.O. Box Number is Not Acceptable) 1660 GULF BLVD			
				83 SUITE 1101			
				84 City CLEARWATER FL 85 Zip Code 33767			

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD	1.1 TITLE	PSTD
NAME	MILLS, ELLI M.A.	1.2 NAME	MILLS, ELLI M.A.
STREET ADDRESS	801 WEST BAY DR., STE. 800	1.3 STREET ADDRESS	1660 GULF BLVD, STE 1101
CITY-ST-ZIP	LARGO FL 34640	1.4 CITY-ST-ZIP	CLEARWATER, FL 33767
TITLE		2.1 TITLE	
NAME	MUIR, BRIAN E	2.2 NAME	MUIR, BRIAN E.
STREET ADDRESS	300 PROSPERITY FARMS ROAD #G	2.3 STREET ADDRESS	700 EAST BRANCH
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	2.4 CITY-ST-ZIP	WEAVERVILLE, CA 96093
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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; that 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 with an attachment with an address.

SIGNATURE: *[Signature]* VICE-PRESIDENT 4/13/98 530 242 1200

CR2E034 (10/97)