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03/02/99

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # H99145

1. Corporation Name
BELVEDERE INVESTMENTS, INC.



Principal Place of Business: 2234 RIVER ROAD JACKSONVILLE FL 32207
 Mailing Address: 2234 RIVER ROAD JACKSONVILLE FL 32207

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-23) and 2a. Mailing Address (26-30) fields.

3. Date Incorporated or Qualified: 02/06/1986
 4. FEI Number: 59-2661314
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$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
NEMEYER, LORI T.
 2234 RIVER ROAD
 JACKSONVILLE FL 32202

10. Name and Address of New Registered Agent (81-85) fields.

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 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS (DELETE checkbox)

TITLE	PTDS	DELETE
NAME	NEMEYER, LORI T.	
STREET ADDRESS	2234 RIVER ROAD	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	S	DELETE
NAME	ELISON, GAYE	
STREET ADDRESS	12550 PERCY LANE	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	T	DELETE
NAME	NEMEYER, TERRELL A.	
STREET ADDRESS	22-THIRD AVENUE	
CITY-ST-ZIP	BRANFORD CT	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (Change Addition checkboxes)

1.1 TITLE	PTDS	Change Addition
1.2 NAME	Lori N. Boyer	
1.3 STREET ADDRESS	2234 River Road	
1.4 CITY-ST-ZIP	Jacksonville, Florida 32207	
2.1 TITLE		Change Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		Change Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		Change Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		Change Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		Change 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: *Lori Nemeyer Boyer* January 21, 1999 (904)398-0112
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)