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Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # K07436

1. Corporation Name

BEACHES ART AND FRAME GALLERIE, INC.



Principal Place of Business

Mailing Address

% CAROL WIND-DONNELLY ESO
1834 SOUTH THIRD STREET
JACKSONVILLE FL 32250

% CAROL WIND-DONNELLY ESO
1834 SOUTH THIRD STREET
JACKSONVILLE FL 32250

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/16/1987

2. Principal Place of Business

2a. Mailing Address

21 1834 South Third St

26

Suite, Apt. #, etc.

Suite (Apt. #, etc.

22 City & State

27 City & State

23 Jacksonville Beach, FL

28

24 Zip Country

29 Zip Country

32250 U.S.A.

30

4. FEI Number

59-2878839

Applied For

Not Applicable

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

10. Name and Address of New Registered Agent

MENSING, DOUGLAS K
1834 S THIRD ST
JACKSONVILLE BCH FL 32250

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 PTS
NAME PHILLIPS, PHYLLIS'
STREET ADDRESS 364 SECOND ST.
CITY-ST-ZIP ATLANTIC BEACH FL

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
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 REQUIRED

4/15/99 904/247-0596

CR2E034 (1/98)