

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 02 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **K66402** (4)  
1. Corporation Name  
**WATERFORD HOLDINGS, INC.**

Principal Place of Business <b>1775 W. HIBISCUS BLVD., SUITE 209 MELBOURNE FL 32901-3627</b>	Mailing Address <b>1775 W. HIBISCUS BLVD., SUITE 209 MELBOURNE FL 32901-3627</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/17/1989</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>65-0306658</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent <b>DUGAN, DAVID 1775 W. HIBISCUS BLVD., SUITE 209 MELBOURNE FL 32901-3627</b>		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		<b>FL</b> 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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>STEWART, GORDON RALPH</b>	1.2 NAME	
STREET ADDRESS	<b>LEVEL 14, III THE TERRACE</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>WELLINGTON, NEW ZEALAND</b>	1.4 CITY-ST-ZIP	
TITLE	VDS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VAN VUUREN, TONY</b>	2.2 NAME	
STREET ADDRESS	<b>LE FORUM BP 74, 33 BLVD, DU GENERAL LECLER</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>06240 BEAUSOLEI, FRANCE</b>	2.4 CITY-ST-ZIP	
TITLE	VDI <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SMITH, DERECK RUSSELL</b>	3.2 NAME	
STREET ADDRESS	<b>LE FORUM BP 74, 33 BLVD, DU GENERAL LECLER</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>06240 BEAUSOLEI, FRANCE</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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:

23/02/98

CR2E034 (10/97)