

FILED  
Feb 23 1998 8:00am  
Secretary of State

**DOCUMENT # K87800 (4)**  
1. Corporation Name  
**CARLISLE BRANDON CORPORATION**

Principal Place of Business	Mailing Address
% ROBERT C. WILKINS, JR. 1701 LEE RD WINTER PARK FL 32789	% ROBERT C. WILKINS, JR. 1701 LEE RD WINTER PARK FL 32789

<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>	
<b>21</b>	Suite, Apt. #, etc.	<b>26</b>	Suite, Apt. #, etc.
<b>22</b>	City & State	<b>27</b>	City & State
<b>23</b>	Zip	<b>28</b>	Zip
	Country		
<b>24</b>		<b>29</b>	
<b>25</b>		<b>30</b>	

**9. Name and Address of Current Registered Agent**  
**GRANT, JOHN**  
**1701 LEE RD, STE A**  
**WINTER PARK FL 32789**

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 John Grant John Grant 2/16/98  
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 NAME STREET ADDRESS CITY - ST - ZIP	DV GRANT, JOHN W. 1458 KETTLEDROM TRAIL ENTERPRISE FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV SCHLEIMER, LOUIS 30 JAEGER DRIVE GLEN HEAD NY <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV NEWLER, THEODORE 31 DR. FRANK RD SPRING VALLEY NY <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV DEMCHICK, JULES 225 W. 88TH STREET NEW YORK NY <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DS LEWIS, RICHARD 1892 COLE DRIVE EAST MEADOW NY <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 300002439443 -02/24/98--01040--019 ***158.95 JF 223

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.

CR2E034 (10/97)