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**Apr 14 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 # L49772 (1)
1. Corporation Name
INSTEP PROPERTIES, INC.



Principal Place of Business: % ROBIN B. CHANEY, 11412 OKEECHOBEE BLVD, ROYAL PALM BEACH FL 33411
Mailing Address: % ROBIN B. CHANEY, 11412 OKEECHOBEE BLVD, ROYAL PALM BEACH FL 33411

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 P.O. Box 14442, Suite, Apt. #, etc. 22 North Palm Beach, FL. 23 33408 USA
2a. Mailing Address: 26 % Robin B. Chaney, Suite, Apt. #, etc. 27 P.O. Box 14442, City & State 28 North Palm Beach, FL. 29 33408 USA 30 USA

3. Date Incorporated or Qualified: 02/14/1990
4. FEI Number: 65-0184570 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes [X] No []

9. Name and Address of Current Registered Agent: CHANEY, ROBIN B., 11412 OKEECHOBEE BLVD, ROYAL PALM BCH FL 33411

10. Name and Address of New Registered Agent: 81 Name: 82 Street Address (P.O. Box Number is Not Acceptable): 102 ANCHORAGE DRIVE South, 83 City: 84 North Palm Beach FL 85 Zip Code: 33408

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: Robin B. Chaney (Signature), ROBIN B. CHANEY (Typed Name), 4/7/98 (Date)

12. OFFICERS AND DIRECTORS: DPS CHANEY, STEVEN L., 11412 OKEECHOBEE BLVD, ROYAL PALM BCH FL; DVT CHANEY, ROBIN B., 11412 OKEECHOBEE BLVD, ROYAL PALM BCH FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP: 102 ANCHORAGE DRIVE South, North Palm Beach, FL 33408

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)