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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 # M15104
 Corporation Name
WITHERINGTON BROKERAGE COMPANY



Principal Place of Business	Mailing Address
100 JULIAN R. WITHERINGTON 6831 N.W. 37TH AVENUE MIAMI FL 33147	C/O JULIAN R. WITHERINGTON 6831 N.W. 37TH AVENUE MIAMI FL 33147

DO NOT WRITE IN THIS SPACE

Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		05/07/1985	
City & State		City & State		4. FEI Number	
Zip		Zip		59-2665406	
Country		Country		Applied For	
25		29		Not Applicable	
9. Name and Address of Current Registered Agent				5. Certificate of Status Desired	
WITHERINGTON, JULIAN R. 6831 N.W. 37TH AVENUE MIAMI FL 33147				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	
				FL	
				10. Name and Address of New Registered Agent	

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

OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
PD WITHERINGTON, JULIAN R. 6831 NW 37 AVE MIAMI FL	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	1.2 NAME	
	<input type="checkbox"/> DELETE	1.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	1.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	2.2 NAME	
	<input type="checkbox"/> DELETE	2.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	3.2 NAME	
	<input type="checkbox"/> DELETE	3.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	4.2 NAME	
	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	4.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	5.2 NAME	
	<input type="checkbox"/> DELETE	5.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	5.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	6.2 NAME	
	<input type="checkbox"/> DELETE	6.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	6.4 CITY-ST-ZIP	

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: *Julian R. Witherington*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)