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**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90137 029 \*\*\*150.00



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

PROFIT CORPORATION ANNUAL REPORT 1999

DOCUMENT # **M22254**

1. Corporation Name  
**SUNPETALS, INC.**

Principal Place of Business

2011 NW 70 AVE  
 MIAMI FL 33122-1811  
 US

Mailing Address

2200 N.W. 70 AVENUE  
 MIAMI FL 33122-1811  
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

10/22/1985

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 31365 Oak Crest Drive

23 City & State

27 Suite, Apt. #, etc.  
 28 Westlake Village, CA

24 Zip Country

29 91361 30 USA

4. FEI Number

59-2633003

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$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

FREEMAN, STEPHEN A.  
 520 BRICKELL KEY DR.  
 STE 305  
 MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name Corporation Service Company  
 82 Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street  
 83  
 84 City Tallahassee FL 85 Zip Code 32301

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 (See Attached)

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
VP	SAN MIGUEL, SERGIO	2200 NW 70 AVE	MIAMI FL	<input type="checkbox"/>
P	VALDES, GENO	2200 NW 70 AVE	MIAMI FL	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE	P/D		(zip) 33122	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME				
2.3 STREET ADDRESS				
2.4 CITY-ST-ZIP			(zip) 33122	
3.1 TITLE	D/V			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Macia, Evelyn			
3.3 STREET ADDRESS	2200 NW 70th Avenue			
3.4 CITY-ST-ZIP	Miami, FL 33122			
4.1 TITLE	D/S			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Tibbitts, J. Brett			
4.3 STREET ADDRESS	31365 Oak Crest Drive			
4.4 CITY-ST-ZIP	Westlake Village, CA 91361			
5.1 TITLE	T			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Potillo, Beth			
5.3 STREET ADDRESS	31365 Oak Crest Drive			
5.4 CITY-ST-ZIP	Westlake Village, CA 91361			
6.1 TITLE	AS			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Nicols, Janice M.			
6.3 STREET ADDRESS	31365 Oak Crest Drive			
6.4 CITY-ST-ZIP	Westlake Village, CA 91361			

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: Janice M. Nicols **SIGNATURE REQUIRED** *Nicols* 4/8/99 818-879-6600  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

M 22254  
40121890137  
29

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is:

Sunpetals, Inc.

2. The mailing address of the corporation is: 31365 Oak Crest Drive A2-4

Westlake Village, CA 91361

3. Date of incorporation/qualification: October 22, 1985 Document number: M22254

4. The name and address of the current registered agent and office:

Stephen A Freeman

s305, 520 Brickell Key Drive

Miami, FL 33131

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99 JAN 19 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*David W. Perrigo*  
(Signature of an officer, chairman or vice chairman of the board)

January 11, 1999  
(Date)

David W. Perrigo, Assistant Treasurer

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

*Karen E. Wehner*  
(Signature of Registered Agent)

1-18-99  
(Date)

If signing on behalf of an entity:

Karen E. Wehner

Assistant Vice President

(Typed or Printed Name)

(Capacity)