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Apr 29, 1999 8:00 am
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 # **M80607**
 1. Corporation Name
QUAILS BLUFF, INC.

Principal Place of Business
**400 EAST SOUTH ST.
 STE. 500
 ORLANDO FL 32801**

Mailing Address
**400 EAST SOUTH ST.
 STE. 500
 ORLANDO FL 32801**



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 05/12/1988 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 59-2895530 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | | | |
|---|--|--|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| BOURNE, ROBERT A 400 EAST SOUTH STREET SUITE 500 ORLANDO FL 32801 | | | | 81 | Name |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) |
| | | | | 83 | |
| | | | | 84 | City |
| | | | | 85 | Zip Code |
| | | | | FL | |

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------------------------|---|--|
| TITLE | DCEO <input type="checkbox"/> DELETE | 1.1 TITLE | D/C/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SENEFF, JAMES M J | 1.2 NAME | Seneff, Jr., James M. |
| STREET ADDRESS | 400 EAST SOUTH ST. #500 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 1.4 CITY-ST-ZIP | |
| TITLE | PTD <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BOURNE, ROBERT A | 2.2 NAME | |
| STREET ADDRESS | 400 EAST SOUTH ST. #500 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 2.4 CITY-ST-ZIP | |
| TITLE | S <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ROSE, LYNN E | 3.2 NAME | |
| STREET ADDRESS | 400 EAST SOUTH STREET, SUITE 500 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 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, with all other like empowered.

SIGNATURE: _____ DATE: April 15, 1999 DAYTIME PHONE #: 407-650-1000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Lynn E. Rose, Secretary

CR2E034 (1/98)