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Apr 03 1998 8:00am  
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Morham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N12879 (5)**

1. Corporation Name  
**ASPHALT ANGELS, INC.**

Principal Place of Business <b>C/O RICHARD F. FOREMAN 12231 ACAPULCO AVE PALM BEACH GARDENS FL 33410 US</b>	Mailing Address <b>ASPHALT ANGELS, INC. P.O. BOX 460 LOXAHATCHEE FL 33470 US</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent  <b>RICHARD F. FOREMAN 12231 ACAPULCO AVE PALM BEACH GARDENS FL 33410</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD RICHARD F. FOREMAN 12231 ACAPULCO AVE PALM BEACH GARDENS FL	1.1 TITLE <i>V.P.</i>	<i>Richard F. Foreman</i>
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	<i>12231 Acapulco Ave</i>
CITY-ST-ZIP		1.4 CITY-ST-ZIP	<i>Palm Beach Gardens FL 33410</i>
TITLE	TD NEILE NELSON 12231 ACAPULCO AVE PALM BEACH GARDENS FL	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VD KEITH BERGQUEST 88 BARBERTON RD LAKE WORTH FL	3.1 TITLE <i>D</i>	<i>Don</i>
NAME		3.2 NAME	<i>DONALD HANCOCK</i>
STREET ADDRESS		3.3 STREET ADDRESS	<i>12123 Key Lime Blvd</i>
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<i>Palm Beach Gardens FL 33412</i>
TITLE	S MILLER, ANNIE 100 CONASKONK ROYAL PALM BEACH FL	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D HILL, LARRY 100 CONAS KONK ROYAL PALM BEACH FL	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D TILLERY JR, DON 13530 59 COURT N W PALM BCH FL	6.1 TITLE	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *R. Foreman* V. Pres. 3-31-98

CR2E037 (10/97)