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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # N12879		
1. Corporation Name ASPHALT ANGELS, INC.		
Principal Place of Business C/O RICHARD F. FOREMAN 12231 ACAPULCO AVE PALM BEACH GARDENS FL 33410 US	Mailing Address ASPHALT ANGELS, INC. P.O. BOX 460 LOXAHATCHEE FL 33470 US	



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	3. Date Incorporated or Qualified 12/31/1985 4. FEI Number 59-2666916 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees
21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country

9. Name and Address of Current Registered Agent RICHARD F. FOREMAN 12231 ACAPULCO AVE PALM BEACH GARDENS FL 33410	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 Richard F. Foreman Richard F. Foreman Feb 02, 1999
Signature, typed or printed name of registered agent and date if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	NAME RICHARD F. FOREMAN	1.1 TITLE D	1.2 NAME MAYERNIK, LARRY
STREET ADDRESS 12231 ACAPULCO AVE	CITY-ST-ZIP PALM BEACH GARDENS FL 33410	1.3 STREET ADDRESS 2113 APPALOSA TRL.	1.4 CITY-ST-ZIP WELLINGTON, FL 33414
TITLE D	NAME NEILE NELSON	2.1 TITLE D	2.2 NAME HANCOCK, DONALD
STREET ADDRESS 12231 ACAPULCO AVE	CITY-ST-ZIP PALM BEACH GARDENS FL	2.3 STREET ADDRESS 12123 KEYLIME BLVD.	2.4 CITY-ST-ZIP PALM BEACH GARDENS FL 33412
TITLE D	NAME HANCOCK, DONALD	3.1 TITLE D	3.2 NAME OTT, WAYNE
STREET ADDRESS 12123 KEYLIME BLVD	CITY-ST-ZIP PALM BEACH GARDENS FL 33412	3.3 STREET ADDRESS 11352 48th ST.	3.4 CITY-ST-ZIP ROYAL PALM BEACH FL 33411
TITLE D	NAME HILL, LARRY	4.1 TITLE D	4.2 NAME TILLERY JR, DON
STREET ADDRESS 100 CONAS KONK	CITY-ST-ZIP ROYAL PALM BEACH FL	4.3 STREET ADDRESS 13530 59 COURT N	4.4 CITY-ST-ZIP W PALM BCH FL
TITLE D	NAME TILLERY JR, DON	5.1 TITLE 	5.2 NAME
STREET ADDRESS 13530 59 COURT N	CITY-ST-ZIP W PALM BCH FL	5.3 STREET ADDRESS 	5.4 CITY-ST-ZIP
TITLE 	NAME 	6.1 TITLE 	6.2 NAME
STREET ADDRESS 	CITY-ST-ZIP 	6.3 STREET ADDRESS 	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, with all other like empowered.

SIGNATURE: Donald M. Hancock Donald M. Hancock 561 694-0425
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E037 (1/98)