

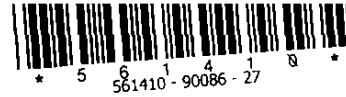
**FILED**  
**May 13, 1999 8:00 am**  
**Secretary of State**

05-13-1999 90019 034 \*\*\*\*61.25

|   |   |   |
|---|---|---|
| <b>NONPROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1999</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---|---|---|

**DOCUMENT # N98000002880**

1. Corporation Name

**SOUTH BEACH CAFE MARKETING FUND, INC.** ✓

|   |   |
|---|---|
| Principal Place of Business                 | Mailing Address                             |
| 5125 WILLOW LEAF DRIVE<br>SARASOTA FL 34241 | 5125 WILLOW LEAF DRIVE<br>SARASOTA FL 34241 |

|                                |                        |   |
|--------------------------------|------------------------|---|
| 2. Principal Place of Business | 2a. Mailing Address    | 3. Date Incorporated or Qualified   |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. | 05/20/1998  |
| 22 City & State                | 27 City & State        | 4. FEI Number   |
| 23 Zip                         | 28 Zip                 | APPLIED FOR ✓   |
| 24 Country                     | 29 Country             | 5. Certificate of Status Desired  |
|                                |                        | Applied For <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> |
|                                |                        | 6. Election Campaign Financing  |
|                                |                        | Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees            |

|  |  |
|--|--|
| 9. Name and Address of Current Registered Agent                  | 10. Name and Address of New Registered Agent   |
| BURNHAM, THOMAS N<br>5125 WILLOW LEAF DRIVE<br>SARASOTA FL 34241 | 81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code |

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

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

(NOTE: Registered Agent signature required when reappointing)

DATE

| 12. OFFICERS AND DIRECTORS |                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |  |
|----------------------------|---------------------------------|---|--|
| TITLE                      | <input type="checkbox"/> DELETE | 1.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | D BURNHAM, THOMAS N.                                  |  |
| STREET ADDRESS             |                                 | 5125 WILLOW LEAF DRIVE                                |  |
| CITY-ST-ZIP                |                                 | SARASOTA, FLA 34241                                   |  |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | D PAAGA H. BURNHAM                                    |  |
| STREET ADDRESS             |                                 | 5125 WILLOW LEAF DRIVE                                |  |
| CITY-ST-ZIP                |                                 | SARASOTA FLORIDA 34241                                |  |
| TITLE                      | <input type="checkbox"/> DELETE | 3.1 TITLE   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                 | D KEITH PLATT   |  |
| STREET ADDRESS             |                                 | 4675 JOHNSON CT                                       |  |
| CITY-ST-ZIP                |                                 | ANN ARBOR MI 48103                                    |  |
| 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 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:

*[Signature]*  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/99

941/377-7225

Date

Daytime Phone #