FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

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PROFIT CORPORATION ANNUAL REPORT

1999

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 PM 1:17

DOCUMENT # N99000003159

1. Corporation Name

RJ LEOPOLD & ASSOCIATES, INC.

Principal Place of Business	Mailing Address
10506 N.W. 61ST TERRACE ALACHUA FL 32615	10506 N.W. 61ST TERRACE ALACHUA FL 32615

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **06/12/1998**

4. FEI Number: 59-352-0404 — Applied For / Not Applicable

5. Certificate of Status Desired [ ] — **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — **$5.00** Ma, Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: [X] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt #, etc. 22	Suite, Apt #, etc 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

SWANSON, CYNTHIA S
500 E. UNIVERSITY AVENUE
SUITE C
GAINESVILLE FL 32601

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City FL 85 Zip Code

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. The party accepting 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 of officer, if any (NOTE: Registered Agent's signature required for filing)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PSTD	[ ] DELETE	11 TITLE	DIRECTOR	[ ] Change [X] Addition
NAME	LOMBARDI, MARYANN		12 NAME	MARY M BECKER	
STREET ADDRESS	10506 N.W. 61ST TERRACE		13 STREET ADDRESS	10506 NW 61 ST TERR.	
CITY-ST-ZIP	ALACHUA FL 32615		14 CITY-ST-ZIP	ALACHUA, FL 32615	
TITLE		[ ] DELETE	21 TITLE	DIRECTOR	[ ] Change [X] Addition
NAME			22 NAME	CATHERINE L LOMBARDI	
STREET ADDRESS			23 STREET ADDRESS	2151 W UNIVERSITY AVE.	
CITY-ST-ZIP			24 CITY-ST-ZIP	GAINESVILLE, FL 32603	
TITLE		[ ] DELETE	31 TITLE		[ ] Change [ ] Addition
NAME			32 NAME		
STREET ADDRESS			33 STREET ADDRESS		
CITY-ST-ZIP			34 CITY-ST-ZIP		
TITLE		[ ] DELETE	41 TITLE		[ ] Change [ ] Addition
NAME			42 NAME		
STREET ADDRESS			43 STREET ADDRESS		
CITY-ST-ZIP			44 CITY-ST-ZIP		
TITLE		[ ] DELETE	51 TITLE		[ ] Change [ ] Addition
NAME			52 NAME		
STREET ADDRESS			53 STREET ADDRESS		
CITY-ST-ZIP			54 CITY-ST-ZIP		
TITLE		[ ] DELETE	61 TITLE		[ ] Change [ ] Addition
NAME			62 NAME		
STREET ADDRESS			63 STREET ADDRESS		
CITY-ST-ZIP			64 CITY-ST-ZIP		

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5/24/99

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: MARYANN LOMBARDI — 5/20/99 — 904-462-4850
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone Number

CR2E034 (11/98)