

2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 20, 2005 8:00 am
Secretary of State

04-20-2005 90293 011 ***158.75

40063140



04082005 Chg-P CR2E034 (10/03)

4. FEI Number **84-1649425** Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

DOCUMENT # P04000069932

1. Entity Name
 CARLYLE DEVELOPERS, INC.

Principal Place of Business
 950 CELEBRATION BLVD.
 SUITE F
 CELEBRATION, FL 34747 US

Mailing Address
 950 CELEBRATION BLVD.
 SUITE F
 CELEBRATION, FL 34747 US

2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country

6. Name and Address of Current Registered Agent
 SCHINDEL, MATTHEW G ESQ.
 ONE NORTH CLEMATIS STREET
 SUITE 500
 WEST PALM BEACH, FL 33401

7. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 City FL Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

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

9. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ISSA, FRANCIS J 950 CELEBRATION BLVD. #F CELEBRATION, FL 34747 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D HEMPEL, DONALD E 950 CELEBRATION BLVD. #F CELEBRATION, FL 34747 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MARCHELL, JEFFREY F 950 CELEBRATION BLVD. #F CELEBRATION, FL 34747 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Donald E Hempel* DONALD E HEMPEL 4/11/05 407-560-4772
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #