

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 16, 1999 8:00 am
Secretary of State
 08-16-1999 90003 038 ***550.00

U111004

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P20292

1. Corporation Name
HPI FLORIDA, INC.



Principal Place of Business
 10400 FERNWOOD RD
 BETHESDA MD 20817
 US

Mailing Address
~~COOPERS & LYBRAND LLP~~ ATTN: C. WALSH
~~1375 E. 9TH ST. SUITE 1500~~
 CLEVELAND OH 44114
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/01/1988

4. FEI Number
LLP59-2955824

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

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

8. This corporation owes the current year Intangible Personal Property. Yes No

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

2a. Mailing Address
 26 Suite, Apt. #, etc. BP TOWER
 27 City & State
 28 Zip
 29 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 TALLAHASSEE FL 32301

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. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS

TITLE	DPT	<input type="checkbox"/> DELETE
NAME	HEININGER, KARL DANIEL	
STREET ADDRESS	10400 FERNWOOD RD	
CITY-ST-ZIP	BETHESDA MD 20817	
TITLE	DVPS	<input checked="" type="checkbox"/> DELETE
NAME	GAFFNEY, PATRICK M.	
STREET ADDRESS	10400 FERNWOOD RD	
CITY-ST-ZIP	BETHESDA MD 20817	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KIMBALL, KEVIN M.	
STREET ADDRESS	10400 FERNWOOD RD	
CITY-ST-ZIP	BETHESDA MD 20817	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CLIST, TODD	
STREET ADDRESS	10400 FERNWOOD RD	
CITY-ST-ZIP	BETHESDA MD 20817	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BENZ, NANCY L.	
STREET ADDRESS	10400 FERNWOOD ROAD	
CITY-ST-ZIP	BETHESDA MD 20817	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MANN, W. DAVID	
STREET ADDRESS	10400 FERNWOOD RD	
CITY-ST-ZIP	BETHESDA MD 20817	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	D/VP/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	GAFFNEY, PATRICK M.
2.3 STREET ADDRESS	10400 FERNWOOD ROAD
2.4 CITY-ST-ZIP	BETHESDA, MD 20817
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	MANN, W. DAVID
6.3 STREET ADDRESS	10400 FERNWOOD ROAD
6.4 CITY-ST-ZIP	BETHESDA, MD 20817

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.

SIGNATURE: *[Signature]* 8/9/99 301-380-8742

CR2E034 (5/99)