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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # P30893

1. Corporation Name
LEVINE & POOR, INC.



Principal Place of Business
 4967 WILLIAM ARNOLD
 MEMPHIS TN 38117
 US

Mailing Address
 4967 WILLIAM ARNOLD
 MEMPHIS TN 38117
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/11/1990

4. FEI Number
62-0990007

Applied For
 Yes
 Not Applicable

2. Principal Place of Business
 21 Suite, Apt. #, etc.

2a. Mailing Address
 26 Suite, Apt. #, etc.

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

22 City & State

27 City & State

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

23 Zip Country

28 Zip Country

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

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	VPS	<input type="checkbox"/> DELETE
NAME	LEVINE, SIDNEY	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LEVINE, JOYCE	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	P	<input type="checkbox"/> DELETE
NAME	POOR, MICHAEL	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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 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 officers and directors.

SIGNATURE: *[Signature]* SIGNATURE REQUIRED **Levine & Poor, Inc.** 2/9/99 901-683-6885
 Date Daytime Phone #

CR2E034 (11/98)