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Secretary of State

03-01-1999 90206 027 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P40706

1. Corporation Name
SWIM AND SWEAT, INC.

Principal Place of Business
**39 FEED MILL PLAZA HIGHWAY 12
 FLEMINGTON NJ 08822**

Mailing Address
**39 FEED MILL PLAZA HIGHWAY 12
 FLEMINGTON NJ 08822**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/30/1992

4. FEI Number
22-2926042

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 Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

29 Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**BASTINELLI, WALTER, SR.
 11685 POINT CIRCLE DR.
 FT. MYERS FL 33908**

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
 NAME **DCP WEIDENFELD, MILDRED**
 STREET ADDRESS **36 INVERRAY PLACE**
 CITY-ST-ZIP **ANNANDALE NJ**

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE DELETE
 NAME **DS SERBVINSKI, JUDY**
 STREET ADDRESS **15 PINE HILL RD.**
 CITY-ST-ZIP **ANNANDALE NJ**

2.1 TITLE Change Addition
 2.2 NAME **SERBVINSKI, JUDY**
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME **D BASTINELL, WALTER, SR.**
 STREET ADDRESS **11685 POINT CIRCLE DR.**
 CITY-ST-ZIP **FT. MYERS FL**

3.1 TITLE Change Addition
 3.2 NAME **DCP**
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change 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 like empowered.

SIGNATURE:

Judy Serbivski
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/29/99

810-869-4176

Date

Daytime Phone #

CR2E034 (1/98)