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May 08, 1999 8:00 am  
Secretary of State

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PROFIT CORPORATION  
ANNUAL REPORT  
1999



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

DOCUMENT # P92000000526

1. Corporation Name  
LILY TURF ACRES, INC.

Principal Place of Business  
1488 PHALROSE LANE  
CANTONMENT FL 32533

Mailing Address  
1488 PHALROSE LANE  
CANTONMENT FL 32533

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
10/26/1992

4. FEI Number  
59-3158232

Applied For  
Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

HEPWORTH, CHARLA R.  
1488 PHAZROSE LN  
CANTONMENT FL 32533

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 P  DELETE  
NAME HEPWORTH, CHARLA R.  
STREET ADDRESS 1488 PHALROSE LANE  
CITY-ST-ZIP CANTONMENT FL 32533

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

TITLE V  DELETE  
NAME HEPWORTH, ROGER D  
STREET ADDRESS 1488 PHALROSE LANE  
CITY-ST-ZIP CANTONMENT FL 32533

2.1 TITLE  Change  Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

3.1 TITLE  Change  Addition  
3.2 NAME  
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: *Charla R. HEPWORTH*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
CHARLA R. HEPWORTH

4-30-99

Date Daytime Phone #

CR2E034 (1/198)