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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90142 005 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P92000014680

1. Corporation Name
BELMAR HILLCREST III, INC.

Principal Place of Business 4411 BAYOU BLVD. PENSACOLA FL 32503-2801	Mailing Address P.O. BOX 850668 MOBILE AL 36685
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt # etc 27
City & State 23	City & State 28
Zip Country 24 25	Zip Country 29 30

3. Date Incorporated or Qualified 12/22/1992	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
4. FEI Number 58-2025494		
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**MAISEL, BRYAN P
9455 SCENIC HWY.
PENSACOLA FL 32514**

10. Name and Address of New Registered Agent

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	P <input type="checkbox"/> DELETE
NAME	MAISEL, BRYAN P
STREET ADDRESS	1101 HILLCREST ROAD, STE. 200
CITY-ST-ZIP	MOBILE AL 36685
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: _____ DATE _____ DAYTIME PHONE # _____

CR2E034 (1/98)