

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P93000085086

1. Corporation Name

CAPE HOLDINGS INC.

Principal Place of Business

200 NORTH LAURA STREET
TWELFTH FLOOR
JACKSONVILLE FL 32202
US

Mailing Address

200 NORTH LAURA STREET
TWELFTH FLOOR
JACKSONVILLE FL 32202
US

2. Principal Place of Business

21 25 SE Second Avenue

Suite, Apt. #, etc.

22 Suite 1135

City & State
23 Miami, FL

Zip 24 33131 Country 25 USA

2a. Mailing Address

26 25 SE Second Avenue

Suite, Apt. #, etc.

27 Suite 1135

City & State
28 Miami, FL

Zip 29 33131 Country 30 USA

9. Name and Address of Current Registered Agent

SHARP, SARAH H
200 NORTH LAURA STREET
TWELFTH FLOOR
JACKSONVILLE FL 32202

81 Name Sarah Helene Sharp
82 Street Address (P.O. Box Number is Not Acceptable)
25 SE Second Avenue, Suite 1135
83
84 City Miami FL 85 Zip Code 33131

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.)

Sarah Helene Sharp

4/18/99

DATE

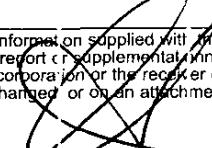
12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	DPT	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHARP, WILLIAM L		1.2 NAME	
STREET ADDRESS	401 N. MICHIGAN AVE. #1900		1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60611		1.4 CITY-ST-ZIP	
TITLE	VS	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHARP, SARAH HELENE		2.2 NAME	
STREET ADDRESS	200 NORTH LAURA STREET, TWELFTH FLOOR		2.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32202		2.4 CITY-ST-ZIP	
TITLE	VS	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHARP, SHERYL		3.2 NAME	
STREET ADDRESS	400 SOUTH GREEN ST		3.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60607		3.4 CITY-ST-ZIP	
TITLE	V	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHARP, JONATHAN DOUGL		4.2 NAME	
STREET ADDRESS	937 1/2 NINTH ST		4.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA MONICA CA 90403		4.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME	
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			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:

 Sarah Helene Sharp 4/18/99 (305) 373-5444

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90043 025 ***150.00



DO NOT WRITE IN THIS SPACE

3. Date It Incorporated or Qualified

12/03/1993

4. FEI Number 59-3214754 Applied For
Not Applicable

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

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

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

10. Name and Address of New Registered Agent

CR2E034 (11/98)