

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

FILED
Apr 30 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P94000035456 (0)
 1. Corporation Name
CARLYLE FINANCIAL PARTNERS, INC.



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| Principal Place of Business 125 CARLYLE DRIVE PALM HARBOR FL 34683 | Mailing Address 125 CARLYLE DRIVE PALM HARBOR FL 34683 |
|--|--|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|-----------------|-----------------------|-----------------|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 05/09/1994 | |
| 21 Suite, Apt. #, etc | 22 City & State | 26 Suite, Apt. #, etc | 27 City & State | 4. FEI Number 59-3232064 | Applied For Not Applicable |
| 23 Zip | 25 Country | 28 Zip | 30 Country | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| LUDENS, WESLEY B 125 CARLYLE DRIVE PALM HARBOR FL 34683 | | | | 81 Name | |
| | | | | 82 Street Address (P.O. Box Number is Not Acceptable) | |
| | | | | 83 | |
| | | | | 84 City | 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. | | | | | |

| | | | | | |
|--|--|--|--|---|-------------|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| LUDENS, WESLEY B 125 CARLYLE DRIVE PALM HARBOR FL 34683 | | | | 81 Name | |
| | | | | 82 Street Address (P.O. Box Number is Not Acceptable) | |
| | | | | 83 | |
| | | | | 84 City | 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 | <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | D LUDENS, WESLEY B | 1.2 NAME | |
| STREET ADDRESS | 125 CARLYLE DRIVE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM HARBOR FL 34683 | 1.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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)(j), 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.

SIGNATURE: *Wesley B. Ludens* April 21, 1998 (813) 781-4600

CR2E034 (10/97)