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May 01, 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
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DOCUMENT # P94000050068

1. Corporation Name
WHALE INLET CORP.

Principal Place of Business C/O KB HOLDINGS / 647 E. DANIA BCH BLVD DANIA FL 33004	Mailing Address C/O KB HOLDINGS / 647 E. DANIA BCH BLVD DANIA FL 33004
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 C/O KB Holdings Suite, Apt. #, etc.	2a. Mailing Address 26 C/O KB Holdings Suite, Apt. #, etc.
22 647 E. Dania Bch. Blvd City & State	27 647 E. Dania Bch. Blvd City & State
23 Dania Beach, FL Zip Country	28 Dania Beach, FL Zip Country
24 33004 25 USA	29 33004 30 USA

3. Date Incorporated or Qualified 06/30/1994	4. FEI Number 65-0501646	Applied For <input type="checkbox"/> Not Applicable
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

WAGNER, J
C/O KB HOLDINGS
647 EAST DANIA BEACH BOULEVARD
DANIA FL 33004

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City DANIA BEACH FL 85 Zip Code 33004

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	BOULIS, GUS	
STREET ADDRESS	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	
CITY-ST-ZIP	DANIA FL 33004	
TITLE	VST	<input checked="" type="checkbox"/> DELETE
NAME	WAGNER, J	
STREET ADDRESS	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	
CITY-ST-ZIP	DANIA FL	
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

1.1 TITLE	PVSTD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	BOULIS, G.	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP	Dania Beach, FL 33004	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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:  **GUS BOULIS, PRES.** 954/922-6700
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)