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Apr 25, 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 # **P94000051235**
 1. Corporation Name
HERITAGE PARTNERS GROUP XII, INC.

Principal Place of Business
**450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920**

Mailing Address
**P.O. BOX 1441
 CAPE CANAVERAL FL 32920**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

3. Date Incorporated or Qualified
07/12/1994

4. FEI Number
59-3253369

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
**POPP, GREGORY A ESQ
 450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920**

10. Name and Address of New Registered Agent
 81 Name **Michael A. Hartman**
 82 Street Address (P.O. Box Number is Not Acceptable) **450 Challenger Rd**
 83 City **Cape Canaveral** 84 State **FL** 85 Zip Code **32920**

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]* 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	DPST	<input type="checkbox"/> DELETE
NAME	MCPHILLIPS, JACQUELINE	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	MCPHILLIPS, MICHAEL	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LAVERY, MICHAEL	
STREET ADDRESS	1501 LINCOLN AVE.	
CITY-ST-ZIP	STEAMBOAT SPRINGS CO 80487	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HARTMAN, MICHAEL A	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KERR-HULL COLVARD, ALISON	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
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 a letter like empowered.

SIGNATURE: *[Signature]* **ALISON KERR - HULL COLVARD** 2/15/99 407-799-4090
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (1/98)