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 # P94000085580.

1. Corporation Name

ACORN PROJECTS, INC.

Principal Place of Business
4380 LB McLeod Rd
Orlando
FL 32811

Mailing Address
4380 LB McLeod Rd
Orlando
FL 32811

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/21/1994.

4. FEI Number
59-3290077

[ ] Applied For
[ ] Not Applicable

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

2. Principal Place of Business

21 ___

Suite, Apt #, etc.

22 ___

City & State

23 ___

Zip 24 ___ Country 25 ___

2a. Mailing Address

26 ___

Suite, Apt #, etc.

27 ___

City & State

28 ___

Zip 29 ___ Country 30 ___

9. Name and Address of Current Registered Agent

BATE, SANDRA K.
4380 LB McLeod Rd
Orlando FL 32811

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

12. OFFICERS AND DIRECTORS

TITLE	OPST	[ ] DELETE
NAME	SANDRA K BATE	
STREET ADDRESS	4380 LB McLeod Rd	
CITY-ST-ZIP	Orlando FL 32811.	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
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STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[ ] Change [ ] Addition

400002880194--8
-05/19/99--01060--016
****150.00 ****150.00

VB 5-17-99

CR2E034 (11/96)

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: SKBate 14 May 99 407 423 7000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR