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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P94000092956

1. Corporation Name

PENDA ROO HOLDING CORPORATION

Principal Place of Business

C/O TRIVEST, INC.
2665 S. BAYSHORE DRIVE, STE 800
MIAMI FL 33133-5401

Mailing Address

C/O TRIVEST, INC.
2665 S. BAYSHORE DRIVE, STE 800
MIAMI FL 33133-5401

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

KLEIN, PETER W.
2665 S. BAYSHORE DRIVE, SUITE 800
MIAMI FL 33131

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

Signature typed or printed name of registered agent and fee, if applicable

(NOTE: Registered Agent's name must be typed or printed)

(DATE)

12. OFFICERS AND DIRECTORS

TITLE CPD [] DELETE

NAME THOMPSON, JACK L

STREET ADDRESS 2344 W WISCONSIN STREET

CITY-ST-ZIP PORTAGE WI 53901

TITLE D [] DELETE

NAME WNER, LEO E

STREET ADDRESS 2344 W WISCONSIN STREET

CITY-ST-ZIP PORTAGE WI 53901

TITLE S [] DELETE

NAME KLEIN, PETER W.

STREET ADDRESS 2665 S BAYSHORE DR STE 800

CITY-ST-ZIP MIAMI FL

TITLE AS [] DELETE

NAME KUFFNER, MARILYN D.

STREET ADDRESS 2665 S BAYSHORE DR STE 800

CITY-ST-ZIP MIAMI FL

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13.

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [] Addition

COB/D
Earl W. Powell
2665 S. Bayshore Dr.
Miami FL

[] Change [] Addition

100002823201-114

-03/30/99--01034--011

****150.00 ****150.00

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-22-99

305/858-2200

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CR2E034 (11/98)

(2)

Directors, Officers Report

Penda Roo Holding Corporation

February 19, 1999

DIRECTORS

Earl W. Powell Director
Effective: August 21, 1998

Jack L. Thompson Director
Effective: July 07, 1997

Leo E. Waner Director
Effective: July 07, 1997

OFFICERS

Earl W. Powell Chairman of the Board
Effective: August 21, 1998

Jack L. Thompson Chief Executive Officer
Effective: July 07, 1997

. President
Effective: July 07, 1997

Peter W. Klein Secretary
Effective: January 04, 1995

Marilyn D. Kuffner Assistant Secretary
Effective: January 04, 1995

Leo E. Waner Treasurer
Effective: August 21, 1998

Effective: August 21, 1998
Chief Financial Officer