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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 # P95000028126

1. Corporation Name EXCEPTIONAL, INC.

Principal Place of Business 1795 OPA-LOCKA BLVD OPA-LOCKA FL 33054

Mailing Address 1795 OPA-LOCKA BLVD OPA-LOCKA FL 33054



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/05/1995

4. FEI Number 65-0573805 Applied For Not Applicable

2. Principal Place of Business 21 Suite, Apt. #, etc. 22

2a. Mailing Address 26 Suite, Apt. #, etc. 27

5. Certificate of Status Desired \$8.75 Additional Fee Required

23 City & State

28 City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

24 Zip Country 25

29 Zip Country 30

8. This corporation owes the current year Intangible Personal Property Tax. 52 Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LEE, WINSTON 1795 OPA-LOCKA BLVD OPA-LOCKA FL 33054

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 title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 columns: OFFICERS AND DIRECTORS, ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include Lee, Winston G and Barnett, Barrington.

Table with 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows for additional officers and directors.

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: BARRINGTON BARNETT, Vice-President, 3/5/99

CR2E034 (1/98)