

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 29, 1999 8:00 am  
Secretary of State

04-29-1999 90105 013 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000042227

1. Corporation Name  
COVENTRY TRAVEL CORP.



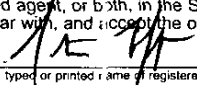
Principal Place of Business 3200 N. MILITARY TRAIL BOCA RATON FL 33431	Mailing Address 3200 N. MILITARY TRAIL BOCA RATON FL 33431
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4800 N. Federal Hwy Suite, Apt. #, etc. 22 Suite 100C City & State 23 Boca Raton, FL Zip 24 33431		2a. Mailing Address 26 4800 N. Federal Hwy Suite, Apt. #, etc. 27 Suite 100C City & State 28 Boca Raton, FL Zip 29 33431		3. Date Incorporated or Qualified 05/31/1995		4. FEI Number 65-0588674		Applied For 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No					

9. Name and Address of Current Registered Agent CAPITAL CONNECTION 417 E. VIRGINIA ST. SUITE 1 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent 81 Name Steven Toffler 82 Street Address (P.O. Box Number is Not Acceptable) 4800 N. Federal Hwy 83 Suite 100C 84 City Boca Raton FL 85 Zip Code 33431			
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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 4/22/99  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOFFLER, DIANE	1.2 NAME	
STREET ADDRESS	3200 N. MILITARY TRAIL	1.3 STREET ADDRESS	4800 N. Federal Hwy, Suite 100C
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	Boca Raton, FL 33431
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:  DATE 4/22/99 DAYTIME PHONE # 561-367-8889  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

0338209

CR2E034 (11/98)