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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P95000053137

1. Corporation Name
REEL MASTER, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 32 MANGROVE LANE KEY LARGO FL 33037		Mailing Address 32 MANGROVE LANE KEY LARGO FL 33037	
2. Principal Place of Business 21 5 Barracuda Ln Suite, Apt. #, etc. 22 City & State 23 Key Largo FL Zip 24 33037 Country 25 USA		2a. Mailing Address 26 425 Laguna Ave Suite, Apt. #, etc. 27 Key Largo FL City & State 28 33037 Zip 29 Country 30 USA	
9. Name and Address of Current Registered Agent WALSH, ROBERT 32 MANGROVE LANE KEY LARGO FL 33037		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 425 Laguna Ave 84 City Key Largo FL 85 Zip Code 33037	
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			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PSC WALSH, ROBERT 32 MANGROVE LN KEY LARGO FL 33037	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	425 Laguna Ave Key Largo FL 33037
TITLE NAME STREET ADDRESS CITY-ST-ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	M CAROL WALSH 425 LAGUNA AVE KEY LARGO FL 33037
TITLE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 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 all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/29/99 305 3673629

Date

Daytime Phone #

CR2F034 (11/98)