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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P95000056647

1. Corporation Name
COLONY ACQUISITION CORPORATION



Principal Place of Business
**730 W BROWARD BLVD
 FT LAUDERDAEL FL 33312
 US**

Mailing Address
**730 W BROWARD BLVD
 FT LADUERDAEL FL 33312
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/21/1995

4. FEI Number
65-0596367

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 Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent
**HOUSTON, BART A
 100 NE THIRD AVE
 STE 850
 FT LAUDERDALE FL 33301**

10. Name and Address of New Registered Agent

81 Name
Bart A. Houston

82 Street Address (P.O. Box Number is Not Acceptable)
316 NE 4th Street

83

84 City
Ft. Lauderdale

85 Zip Code
FL 33301-1165

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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME **PD DENBERG, ROBERT L**

STREET ADDRESS **730 W BROWARD BLVD**

CITY-ST-ZIP **FT LAUDERDALE FL**

TITLE DELETE

NAME **SD SCHOLL, GEORGE H JR.**

STREET ADDRESS **730 W BROWARD BLVD**

CITY-ST-ZIP **FT LAUDERDALE FL**

TITLE DELETE

NAME **TD HOUSTON, BART A**

STREET ADDRESS **100 NE THIRD AVE STE 850**

CITY-ST-ZIP **FT LAUDERDALE FL**

TITLE DELETE

NAME

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

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME **TD Houston, Bart A.**

3.3 STREET ADDRESS **316 NE 4th Street**

3.4 CITY-ST-ZIP **Ft. Lauderdale, FL 33301-1165**

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

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: _____ Date: **Jan 19, 1999** Daytime Phone #: **(954) 522-3660**

CR2E034 (11/98)