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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 # P95000068492

1. Corporation Name
EARTHKEEPERS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
16816 BELLWOOD MANOR
TAMPA FL 33618
US
Mailing Address
P O BOX 270452
TAMPA FL 33688-0452

3. Date Incorporated or Qualified
09/06/1995

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country
25

4. FEI Number
59-3332467
5. Certificate of Status Desired
6. Election Campaign Financing
Trust Fund Contribution
8. This corporation owes the current year Intangible
Personal Property Tax.

9. Name and Address of Current Registered Agent
THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code
FL

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
TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DST
DEFOREST-RAIANO, DEANNE
16816 BELLWOOD MANOR
TAMPA FL 33618
DP
RAIANO, ANTHONY
16816 BELLWOOD MANOR
TAMPA FL 33618

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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 of 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 another like empowered.

SIGNATURE:
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date 2/15/99
Daytime Phone # 968-7300

CR2E034 (1/198)