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Apr 29 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000072059 (5)

1. Corporation Name  
HP AMERICA, INC.

Principal Place of Business  
9350 SOUTH DIXIE HIGHWAY  
SUITE 1220  
MIAMI FL 33156

Mailing Address  
9350 SOUTH DIXIE HIGHWAY  
SUITE 1220  
MIAMI FL 33156



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/18/1995	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 65-0608681		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
8. Name and Address of Current Registered Agent A Z REGISTERED AGENT CORPORATION 2601 S. BAYSHORE DR. SUITE 1600 MIAMI FL 33133				10. Name and Address of New Registered Agent	
				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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	COOPD
NAME	BINDER, JEFFREY I.	1.2 NAME	Robert J. Flanagan
STREET ADDRESS	8950 S.W. 117TH STREET	1.3 STREET ADDRESS	114 Varsity Circle
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	Altamonte Springs, FL 32714
TITLE	COOP	2.1 TITLE	
NAME	JONES, LARRY E	2.2 NAME	
STREET ADDRESS	1336 S RIDGE LAKE CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONGWOOD FL	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	
NAME	SANTOS, BLANCA	3.2 NAME	
STREET ADDRESS	11280 S.W. 40TH TERRACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	
NAME	SCHINDLER, LAWRENCE	4.2 NAME	
STREET ADDRESS	3008 BOXHILL CIRCLE, #209	4.3 STREET ADDRESS	
CITY-ST-ZIP	APOKA FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE:

Blanca Santos Director - Blanca Santos 4/31/98 (305) 670-0603

CR2E034 (10/97)