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Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90070 024 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000006097

1. Corporation Name
OCEANS, REEFS & AQUARIUMS, INC.



Principal Place of Business 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480	Mailing Address 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 5600 U.S. 1 North Suite, Apt. #, etc. 22 ACTED Building City & State 23 Fort Pierce FL Zip Country 24 34946 25 USA	2a. Mailing Address 26 same Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
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3. Date Incorporated or Qualified 01/19/1996	4. FEI Number 65-0657787	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

STEWART, WILLIAM ESQ
STEWART, NALL, EVANS & HAFNER, P.A.
3355 OCEAN DR.
VERO BEACH FL 32963

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ 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	D	<input checked="" type="checkbox"/> DELETE
NAME	MINTMIRE, DONALD F	
STREET ADDRESS	% 265 SUNRISE AVENUE SUITE 204	
CITY-ST-ZIP	PALM BEACH FL 33480	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	DAVS, RICHARD W.A.	
STREET ADDRESS	265 SUNRISE AVENUE, STE. 204	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	GROGAN, TONY	
STREET ADDRESS	649 US HWY ONE, STE. 3	
CITY-ST-ZIP	NORTH PALM BEACH FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MITCHELL, EDGAR	
STREET ADDRESS	250 VIA BELLARIA	
CITY-ST-ZIP	PALM BCH FL 33480	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HERMAN, RICK	
STREET ADDRESS	HBOI, 5600 US HWY 1 NORTH	
CITY-ST-ZIP	FT PIERCE FL 34946	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GAINES, KEVIN	
STREET ADDRESS	ACTED BLDG., 5600 US HWY 1 NORTH	
CITY-ST-ZIP	N MIAMI BCH FL 34946	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	VAUGHN, David	
1.3 STREET ADDRESS	% 5600 U.S. 1, North	
1.4 CITY-ST-ZIP	Fort Pierce, FL 34946	
2.1 TITLE	D/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	FARINACCI, Stephen M.	
2.3 STREET ADDRESS	% 5600 U.S. 1, North	
2.4 CITY-ST-ZIP	Fort Pierce, FL 34946	
3.1 TITLE	D/T/CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	KING, Larry	
3.3 STREET ADDRESS	2104 Blue Springs Road	
3.4 CITY-ST-ZIP	West Palm Beach, FL 33411	
4.1 TITLE	D/VP/COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	TURNER, Jeffrey	
4.3 STREET ADDRESS	1672 NE 205 Terrace	
4.4 CITY-ST-ZIP	N. Miami Beach, FL 33179	
5.1 TITLE	D/C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	1841 26th Avenue	
6.4 CITY-ST-ZIP	Vero Beach, FL 32960	

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: Stephen M. Farinacci 3/15/99 561-415-2400 x473
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)