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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **P96000010943**

1. Corporation Name  
**CARLYLE REALTY, INC.**

Principal Place of Business: 19700 BEACH BLVD, JUPITER ISLAND FL 33469, US  
 Mailing Address: 19700 BEACH RD, JUPITER ISLAND FL 33469, US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	8000 HIGHWAY A1A	26	8000 HIGHWAY A1A	02/05/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0639585	
City & State		City & State		Applied For	
23		28		Not Applicable	
VERO BEACH, FL		VERO BEACH, FL		5. Certificate of Status-Desired	
Zip		Zip		<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		6. Election Campaign Financing	
32963-4216		32963-4216		<input type="checkbox"/> Trust Fund Contribution <input checked="" type="checkbox"/> This corporation owes the current year Intangible Personal Property Tax.	
Country		Country		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
SIMPSON, R. MASON 25 SADDLEBROOK ROAD TEQUESTA FL 33469				81 Name: Philippe Jeck, Esquire 82 Street Address (P.O. Box Number is Not Acceptable): c/o Jeck, Harris & Jones, LLP 83 City: 1061 E. Indiantown Rd, Suite 400 84 City: Jupiter, FL 85 Zip Code: 33477			

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]* Philippe Jeck, Esquire DATE: 1/26/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	P/T/S/D
NAME	SIMPSON, R. MASON	1.2 NAME	
STREET ADDRESS	25 SADDLEBACK ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	TEQUESTA FL	1.4 CITY-ST-ZIP	Tequesta, FL 33469
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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, with all other like empowered.

SIGNATURE: *[Signature]* MASON SIMPSON, President DATE: 1/24/99 (561)231-3131

CR2E034 (11/98)