

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

0119854

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 99 MAR -5 PM 4:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # P96000016187

1. Corporation Name
ANTARES CAPITAL PARTNERS II, INC.



Principal Place of Business P.O. BOX 410730 MELBOURNE FL 32941	Mailing Address P.O. BOX 410730 MELBOURNE FL 32941
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/21/1996	4. FEI Number 59-3382529	Applied For <input type="checkbox"/> 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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

DE LABRY, COLETTE O
250 ROYAL PALM WAY
SUITE 300
PALM BEACH FL 33480

10. Name and Address of New Registered Agent

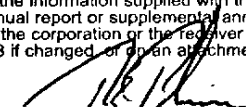
81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
				FL

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POLINER, RANDALL E	1.2 NAME	500002800645--5
STREET ADDRESS	P.O. BOX 410730 N/A	1.3 STREET ADDRESS	--03/10/99--01056--002
CITY-ST-ZIP	MELBOURNE FL 32941	1.4 CITY-ST-ZIP	***150.00 ***150.00
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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:  **R.E. Poliner** 3/4/99 (407) 777-4384

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)