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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P96000023662

1. Corporation Name
 HERITAGE FACILITIES, INC.



Principal Place of Business
 450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920

Mailing Address
 450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

03/15/1996

4. FEI Number
 59-3401721

Applied For
 Not Applicable

21. Suite, Apt. #, etc.

26. Suite, Apt. #, etc.

5. Certificate of Status Desired \$8.75 Additional Fee Required

22. City & State

27. City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23. Zip

Country

28. Zip

Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

24. Zip

25. Country

29. Zip

30. Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

POPP, GREGORY A
 450 CHALLENGER ROAD
 CAPE CANAVERAL FL 32920

81 Name: Michael A. Hartman
 82 Street Address (P.O. Box Number is Not Acceptable): 450 Challenger Rd
 83
 84 City: Cape Canaveral FL 85 Zip Code: 32920

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]*

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: P DELETE
 NAME: MCPHILLIPS, MICHAEL F
 STREET ADDRESS: 450 CHALLENGER ROAD
 CITY-ST-ZIP: CAPE CANAVERAL FL 32920

1.1 TITLE: DJP Change Addition
 1.2 NAME:
 1.3 STREET ADDRESS:
 1.4 CITY-ST-ZIP:

TITLE: VST DELETE
 NAME: MCPHILLIPS, JACQUELINE
 STREET ADDRESS: 450 CHALLENGER ROAD
 CITY-ST-ZIP: CAPE CANAVERAL FL 32920

2.1 TITLE: DJV/S/T Change Addition
 2.2 NAME:
 2.3 STREET ADDRESS:
 2.4 CITY-ST-ZIP:

TITLE: V DELETE
 NAME: HARTMAN, MICHAEL
 STREET ADDRESS: 450 CHALLENGER ROAD
 CITY-ST-ZIP: CAPE CANAVERAL FL 32920

3.1 TITLE: Change Addition
 3.2 NAME:
 3.3 STREET ADDRESS:
 3.4 CITY-ST-ZIP:

TITLE: V DELETE
 NAME: COLVARD, ALISON
 STREET ADDRESS: 450 CHALLENGER ROAD
 CITY-ST-ZIP: CAPE CANAVERAL FL 32920

4.1 TITLE: Change Addition
 4.2 NAME:
 4.3 STREET ADDRESS:
 4.4 CITY-ST-ZIP:

TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:

5.1 TITLE: Change Addition
 5.2 NAME:
 5.3 STREET ADDRESS:
 5.4 CITY-ST-ZIP:

TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:

6.1 TITLE: Change Addition
 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 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]* ALISON KERR - HULL COLVARD 2/15/99 407-999-4090
 Signature, typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (1/98)