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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P96000058317

1. Corporation Name
TURTLE BAY, INC.



Principal Place of Business: 712 U.S. HIGHWAY ONE SUITE 400 NORTH PALM BEACH FL 33408
 Mailing Address: 712 U.S. HIGHWAY ONE SUITE 400 NORTH PALM BEACH FL 33408

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

07/11/1996

21 Suite, Apt. #, etc.,

26 Suite, Apt. #, etc.,

4. FEI Number
 65-0686514

Applied For
 Not Applicable

22 City & State

27 City & State

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

23 Zip Country

28 Zip Country

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

24 25 29 30

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

COHEN, FRED C
 % COHEN, CHERNAY, NORRIS, ET AL
 712 U.S. HIGHWAY ONE, SUITE 400
 NORTH PALM BEACH FL 33408

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 PVST DELETE
 NAME TROMBLEY, DAVID
 STREET ADDRESS 39 ST. THOMAS DRIVE
 CITY-ST-ZIP PALM BEACH GARDENS FL 33418

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

TITLE D DELETE
 NAME TROMBLEY, DAVID
 STREET ADDRESS 39 ST. THOMAS DRIVE
 CITY-ST-ZIP PALM BEACH GARDENS FL 33418

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-17-99

Date

621 625 4346

Daytime Phone #

CR2E034 (1/198)