

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

**FILED**  
**Apr 29, 1999 8:00 am**  
**Secretary of State**

04-29-1999 90119 007 \*\*\*150.00

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<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P96000066580**

1. Corporation Name  
**NEW RIVER RAILS INC.**

Principal Place of Business <b>413 SW 3RD AVENUE FORT LAUDERDALE FL 33315</b>	Mailing Address <b>413 SW 3RD AVENUE FORT LAUDERDALE FL 33315</b>
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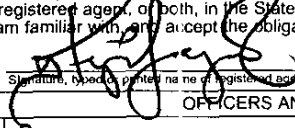


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>2800 SW 4 Ave.</b> Suite, Apt. #, etc. 22 <b>#18</b> City & State 23 <b>Ft. Lauderdale FL</b> Zip 24 <b>33315</b> Country 25 <b>USA</b>		2a. Mailing Address 26 <b>2800 SW 4 Ave.</b> Suite, Apt. #, etc. 27 <b>#18</b> City & State 28 <b>Ft. Lauderdale, FL</b> Zip 29 <b>33315</b> Country 30 <b>USA</b>		3. Date Incorporated or Qualified <b>08/01/1996</b>	
		4. FEI Number <b>65-0689521</b>		Applied For No: Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> 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 <b>SPRAGUE, SKIP 413 SW 3RD AVENUE FORT LAUDERDALE FL 33315</b>		10. Name and Address of New Registered Agent 81 Name <b>Sprague, Skip</b> 82 Street Address (P.O. Box: Number is Not Acceptable) <b>2800 SW 4 Ave</b> 83 <b>#18</b> 84 City <b>Ft. Lauderdale</b> <b>FL</b> 85 Zip Code <b>33315</b>	
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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 **4/17/99**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SPRAGUE, SKIP</b>	1.2 NAME	
STREET ADDRESS	<b>413 SW 3RD AVENUE</b>	1.3 STREET ADDRESS	<b>2800 SW 4 Ave #18</b>
CITY-ST-ZIP	<b>FORT LAUDERDALE FL 33315</b>	1.4 CITY-ST-ZIP	<b>Ft. Lauderdale, FL 33315</b>
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	<b>Secretary</b>
STREET ADDRESS		2.3 STREET ADDRESS	<b>KATHY SPRAGUE</b>
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<b>2800 SW 4 Ave #18</b>
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 119.073(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 a different like empowered.

SIGNATURE:  DATE **4/17/99**

CR2E034 (11/98)