

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

FILED
Jan 22 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000085064 (9)

1. Corporation Name
CARLYNFORD, INC.

Principal Place of Business

Mailing Address

253 MIRACLE MILE
CORAL GABLES FL 33134

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CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/15/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number APPLIED FOR 65-0722681	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
LEGAL ASSETS, INC. 1401 BRICKELL AVENUE SUITE 700 MIAMI FL 33131		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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYNCH, MARTIN	1.2 NAME	
STREET ADDRESS	8190 SW 107 ST	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33158	1.4 CITY - ST - ZIP	
TITLE	ST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARKE, JOHN	2.2 NAME	
STREET ADDRESS	7455 SW 113 CT	2.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33183	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STAFFORD, RAYMOND	3.2 NAME	
STREET ADDRESS	8190 SW 107 ST	3.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33158	3.4 CITY - ST - ZIP	
TITLE		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		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		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.

SIGNATURE:

[Signature]

1/12/98

CR2E034 (10/97)