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Mar 05, 1999 8:00 am
Secretary of State

03-05-1999 90132 047 ***150.00

U183843

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # **P96000096620**

1. Corporation Name
49TH ST. CAPITAL CORP.

Principal Place of Business
**999 PONCE DE LEON BLVD
 SUITE 1110
 CORAL GABLES FL 33134**

Mailing Address
**444 BRICKELL AVE
 STE 800
 MIAMI FL 33131
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/25/1996

4. FEI Number
65-0713751

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

6. Election Campaign Financing **\$5.00** May Be Added to Fees

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

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

30

9. Name and Address of Current Registered Agent
**RAPOPORT, ALLEN J
 999 PONCE DE LEON BLVD
 SUITE 1110
 CORAL GABLES FL 33134**

10. Name and Address of New Registered Agent

81 Name **Ed Tobin**

82 Street Address (P.O. Box Number is Not Acceptable)
444 Brickell Ave #800

83

84 City **Miami** FL 85 Zip Code **33131**

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

TITLE **D** DELETE

NAME **RAPOPORT, ALLEN J**

STREET ADDRESS **999 PONCE DE LEON BLVD, STE 1110**

CITY-ST-ZIP **CORAL GABLES FL 33134**

TITLE **P** DELETE

NAME **KARLTON, FREDRIC N**

STREET ADDRESS **444 BRICKELL AVE #800**

CITY-ST-ZIP **MIAMI FL**

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 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: _____ Date _____ Daytime Phone # _____

CR2E034 (11/98)