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Mar 30 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000097515 (6)

1. Corporation Name

ATLANTIC HAMPSHIRE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 18275 A1A JUPITER FL 33477		Mailing Address 18275 A1A JUPITER FL 33477	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		30 Country	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. PLANTATION FL 33324			
10. Name and Address of New Registered Agent			
81 Name			
82 Street Address (P.O. Box Number is Not Acceptable)			
83			
84 City			
85 Zip Code			

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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	D	1.1 TITLE	William Stender President
NAME	DE LAS CASSAS, RUPERT	1.2 NAME	
STREET ADDRESS	C/O 711 NAVARRO, 6TH FLOOR	1.3 STREET ADDRESS	1414 Sue Barnett
CITY-ST-ZIP	SAN ANTONIO TX 78205	1.4 CITY-ST-ZIP	Houston, TX 77018
TITLE		2.1 TITLE	James Vocelle Vice President
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	5221 SE Sterling Circle
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Stuart, FL 34997
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 James Vocelle 3/24/98 561 347-1050

CR2E034 (10/97)