SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT 1998

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

FILED
Sep 30 1998 8:00am
Secretary of State

DOCUMENT # **P97000018128 (3)**

1. Corporation Name

KELLY CRUISERS, INC.

Principal Place of Business
4160 RAVENSWOOD ROAD
FORT LAUDERDALE FL 33312

Mailing Address
4160 RAVENSWOOD ROAD
FORT LAUDERDALE FL 33312

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26 4559 Rt. 9 North
Suite, Apt. #, etc.
27
City & State
28 Howell, NJ 07731
Zip 29 Country 30 U.S.

3. Date Incorporated or Qualified
02/26/1997

4. FEI Number
22-3521039
[ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

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

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

DESANTIS, VIC
4160 RAVENSWOOD ROAD
FORT LAUDERDALE FL 33312

10. Name and Address of New Registered Agent
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

TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	Director	[ ] Change [X] Addition
1.2 NAME	Joseph P. Nolan	
1.3 STREET ADDRESS	6100 Sears Tower	
1.4 CITY-ST-ZIP	Chicago, IL 60606	
2.1 TITLE	President	[ ] Change [X] Addition
2.2 NAME	Denis J. Gallagher	
2.3 STREET ADDRESS	4559 Rt. 9 North	
2.4 CITY-ST-ZIP	Howell, NJ 07731	
3.1 TITLE	Secretary	[ ] Change [X] Addition
3.2 NAME	Robert H. Byrne	
3.3 STREET ADDRESS	4559 Rt.9 North	
3.4 CITY-ST-ZIP	Howell, NJ 07731	
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		

CR2E034 (5/98)

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: