

**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90072 010 \*\*\*150.00

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| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1999</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
| <b>DOCUMENT # P97000032793</b> <i>OK</i>                         |                                                                                   |                                                                                                                 |
| 1. Corporation Name<br><b>FIFTH THIRD COMPANY, INC.</b>          |                                                                                   |                                                                                                                 |



|                                                                                                            |                                                                                                |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>4360 NORTHLAKE BLVD. SUITE 205</b><br><b>PALM BEACH GARDENS FL 33410</b> | Mailing Address<br><b>4360 NORTHLAKE BLVD. SUITE 205</b><br><b>PALM BEACH GARDENS FL 33410</b> |
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DO NOT WRITE IN THIS SPACE

|                                                                                      |  |                                                                           |  |                                                                                                                                                 |                                    |                                                                                                                       |
|--------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 <b>151 Los Pinos Ct.</b><br>Suite, Apt. #, etc. |  | 2a. Mailing Address<br>26 <b>151 Los Pinos Ct.</b><br>Suite, Apt. #, etc. |  | 3. Date Incorporated or Qualified<br><b>04/10/1997</b>                                                                                          | 4. FEI Number<br><b>65-0742487</b> | Applied For<br><input type="checkbox"/> Not Applicable                                                                |
| 22 City & State<br><b>Coral Gables, FL</b>                                           |  | 27 City & State<br><b>Coral Gables, FL</b>                                |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                 |                                    | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> |
| 24 <b>33143</b> 25 <b>USA</b>                                                        |  | 29 <b>33143</b> 30 <b>FL</b>                                              |  | 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<br><b>MARTIN E. WASHOFKY, E.A., P.A.</b><br><b>4360 NORTHLAKE BLVD. SUITE 205</b><br><b>PALM BEACH GARDENS FL 33410</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 10. Name and Address of New Registered Agent<br>81 Name <b>Earl Wald CPA.</b><br>82 Street Address (P.O. Box Number is Not Acceptable)<br><b>9700 S. Dixie Hwy</b><br>83 <b>Suite 900</b><br>84 City <b>Miami</b> <b>FL</b> 85 Zip Code <b>33156</b> |  |
| 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.<br>SIGNATURE <i>Earl A. Wald</i> <b>EARL A. WALD</b> <b>5-6-99</b><br><small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.) DATE</small> |  |                                                                                                                                                                                                                                                      |  |

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                            |                                                                                                                                                                                                                                      | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                   |                                                                                                                                                                                                                                         |
| TITLE <b>PD</b> <input checked="" type="checkbox"/> DELETE<br>NAME <b>MEDVEDEV, MIKHAIL</b><br>STREET ADDRESS <b>4360 NORTHLAKE BLVD, SUITE 205</b><br>CITY-ST-ZIP <b>PALM BEACH GARDENS FL 33410</b> | 1.1 TITLE <b>PD</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>1.2 NAME <b>MEDVEDEV, MIKHAIL</b><br>1.3 STREET ADDRESS <b>151 Los Pinos Ct</b><br>1.4 CITY-ST-ZIP <b>Coral Gables, FL 33143</b> | TITLE <b>VD</b> <input checked="" type="checkbox"/> DELETE<br>NAME <b>MEDVEDEV, ALEXANDER</b><br>STREET ADDRESS <b>4360 NORTHLAKE BLVD, SUITE 205</b><br>CITY-ST-ZIP <b>PALM BEACH GARDENS FL 33410</b> | 2.1 TITLE <b>VD</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br>2.2 NAME <b>MEDVEDEV, ALEXANDER</b><br>2.3 STREET ADDRESS <b>151 Los Pinos Ct.</b><br>2.4 CITY-ST-ZIP <b>Coral Gables, FL 33143</b> |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                        | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                                                                                                                                       | TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                          | 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                                        |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                        | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                                     | TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                          | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>6.2 NAME<br>6.3 STREET ADDRESS<br>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: *Alexander Medvedev* **ALEXANDER MEDVEDEV** **4/14/99** **(305) 667 0026**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #