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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000042324

1. Corporation Name  
BOARDWALK REAL ESTATE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business  
4411 BEE RIDGE SUITE 588 SARASOTA FL 34233

Mailing Address  
2424 CLUBHOUSE CIR UNIT 102 SARASOTA FL 34233 US

3. Date Incorporated or Qualified: 05/09/1997  
4. FEI Number: 65-0755634  
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: [X] Yes [ ] No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, Apt. #, etc., City & State, and Zip/Country.

9. Name and Address of Current Registered Agent  
VOIGT, STEPHEN F  
2414 BEE RIDGE ROAD  
SARASOTA FL 34233

10. Name and Address of New Registered Agent  
81 Name: BRIGGS CARROLL  
82 Street Address: 4411 BEE RIDGE RD # 588  
83 [ ]  
84 City: SARASOTA FL 85 Zip Code: 34233

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 of 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: IRA GREENE BRIGGS CARROLL, SR. PRESIDENT  
DATE: 1/22/99

Table with 12 rows and 2 columns: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Includes entry for IRAGREENE BRIGGS CARROLL, SR.

Table with 13 rows and 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Includes checkboxes for Change and Addition.

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: [Signature] 1/22/99 (941) 923-5214

CR2E034 (11/98)