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May 06 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 # P97000059042 (6)

1. Corporation Name
CHESAPEAKE FINANCIAL SERVICES, INC.



Principal Place of Business
9100 SOUTH DADELAND BLVD. PH-1, SUITE 1701
MIAMI FL 33156

Mailing Address
9100 SOUTH DADELAND BLVD. PH-1, SUITE 1701
MIAMI FL 33156

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 20423 STATE RD 7		26 PO Box 971271		07/08/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 SUITE 6227		27		65-0769066	
City & State		City & State		Applied For	
23 BOCA RATON FL		28 BOCA RATON, FL		Not Applicable	
Zip		Zip		5. Certificate of Status Desired	
24 33498		29 33497		<input type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing Trust Fund Contribution	
25 USA		30 USA		<input type="checkbox"/> \$5.00 May Be Added to Fees	
8. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
PRICE, IRA B ESO 9100 SOUTH DADELAND BLVD. PH-1, SUITE 1701 MIAMI FL 33156				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
PRICE, IRA B ESO 9100 SOUTH DADELAND BLVD. PH-1, SUITE 1701 MIAMI FL 33156		81 Name Robert S. WEINROTH, ESQ.	
		82 Street Address (P.O. Box Number is Not Acceptable) 20423 STATE ROAD 7	
		83 SUITE 6227	
		84 City BOCA RATON FL 85 Zip Code 33498	

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 607.1505, Florida Statutes.

SIGNATURE Robert S. WEINROTH, ESQ. 26 APR 98
Signature, typed name of registered agent and date of appointment (NOTE: Registered Agent signature required when "reinstating") DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D PRICE, IRA B <input checked="" type="checkbox"/> DELETE	1.1 TITLE	1.1 NAME <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PRICE, IRA B	1.2 NAME	ROBERT S. WEINROTH
STREET ADDRESS	9100 SOUTH DADELAND BLVD. PH-1, SUITE 1701	1.3 STREET ADDRESS	21786 MARIGOT DRIVE
CITY-ST-ZIP	MIAMI FL 33156	1.4 CITY-ST-ZIP	BOCA RATON, FL 33428
TITLE	20 <input checked="" type="checkbox"/> ADD <input type="checkbox"/> DELETE	2.1 TITLE	2.1 NAME <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Robert S. WEINROTH	2.2 NAME	ANGELA C. WEINROTH
STREET ADDRESS	21786 MARIGOT DRIVE	2.3 STREET ADDRESS	21786 MARIGOT DRIVE
CITY-ST-ZIP	BOCA RATON, FL 33428	2.4 CITY-ST-ZIP	BOCA RATON, FL 33428
TITLE	30 <input checked="" type="checkbox"/> ADD <input type="checkbox"/> DELETE	3.1 TITLE	3.1 NAME <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ANGELA C. WEINROTH	3.2 NAME	BRUCE S. WEINROTH
STREET ADDRESS	21786 MARIGOT DRIVE	3.3 STREET ADDRESS	382 GORDON DRIVE
CITY-ST-ZIP	BOCA RATON, FL 33428	3.4 CITY-ST-ZIP	CASTLE ROCK, CO 80104
TITLE	40 <input checked="" type="checkbox"/> ADD <input type="checkbox"/> DELETE	4.1 TITLE	4.1 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRUCE S. WEINROTH	4.2 NAME	
STREET ADDRESS	382 GORDON DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	CASTLE ROCK, CO 80104	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	5.1 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	6.1 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
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 as an attachment with an address.

SIGNATURE Robert S. WEINROTH, ESQ. 3614179496

CR2E034 (10/97)