FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1999

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

FILED
99 MAR 19 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P99000066360

1. Corporation Name

SOUTH BEACH ALOE, INC.

Principal Place of Business	Mailing Address
344 Ocean Drive #2 Miami Beach, FL 33139	344 Ocean Drive #2 Miami Beach,FL 33139

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/30/1997

4. FEI Number: 65-0769529 — [ ] 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 the current year Intangible Personal Property Tax: [X] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc: 22	Suite, Apt. #, etc: 27
City & State: 23	City & State: 28
Zip: 24 / Country: 25	Zip: 29 / Country: 30

9. Name and Address of Current Registered Agent

Hall, Forrest S.
344 Ocean Drive # 2
Miami Beach, FL 33139

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

400002823924--8
-03/30/99--01086--019
****150.00 ****150.00

83

84 City: FL

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: _____ Date: _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when changing office)

12. OFFICERS AND DIRECTORS		
TITLE	President	[ ] DELETE
NAME	Forrest S. Hall	
STREET ADDRESS	344 Ocean Drive # 2	
CITY-ST-ZIP	Miami Beach, FL 33139	
TITLE	Vice-president	[ ] DELETE
NAME	Forrest S. Hall	
STREET ADDRESS	344 Ocean Drive # 2	
CITY-ST-ZIP	Miami Beach, FL 33139	
TITLE	Secretary	[ ] DELETE
NAME	Forrest S. Hall	
STREET ADDRESS	344 Ocean Drive	
CITY-ST-ZIP	Miami Beach, FL 33139	
TITLE	Treasurer	[ ] DELETE
NAME	Forrest S. Hall	
STREET ADDRESS	344 Ocean Drive	
CITY-ST-ZIP	Miami Beach, FL 33139	
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		
11 TITLE		[ ] Change [ ] Add
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Add
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Add
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Add
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Add
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Add
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

B. 3/24/99 99AR

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: Forrest S. Hall pres. Forrest S. Hall, president 03/16/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date

CR2E034 (11/98)