

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

FILED
Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90093 027 ***150.00

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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P97000068800

1. Corporation Name
R.F.R. III, INC.

Principal Place of Business
1777 NE 163 STREET
NORTH MIAMI BEACH FL 33162
US

Mailing Address
1777 NE 163 STREET
NORTH MIAMI BEACH FL 33162
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/07/1997

4. FEI Number
65-0456456 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. Yes No

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

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip Country
29

30

9. Name and Address of Current Registered Agent
FLEISCHER, KEITH
1777 NE 163RD STREET
NORTH MIAMI BEACH FL 33162

10. Name and Address of New Registered Agent
81 Name Paula Morgenstern
82 Street Address (P.O. Box Number is Not Acceptable) 1777 N E 163 Street
83
84 City North Miami Beach FL 85 Zip Code 33162

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 Paula Morgenstern 1/13/99
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	D	<input checked="" type="checkbox"/> DELETE
NAME	FLEISCHER, KEITH	
STREET ADDRESS	1777 NE 163 STREET	
CITY-ST-ZIP	NORTH MIAMI BEACH FL 33162	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Paula Morgenstern	
1.3 STREET ADDRESS	1777 N E 163 Street	
1.4 CITY-ST-ZIP	North Miami Beach, Fl 33162	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, on an attachment with an address, with all other like empowered.

SIGNATURE: Paula Morgenstern 1/13/99 305-945-3330
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)