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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90008 002 ***150.00

DOCUMENT # P97000069096

1. Corporation Name

HOLYFIELD FINANCIAL SERVICES, INC.

Principal Place of Business

1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

Mailing Address

1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

22

Suite, Apt. #, etc.

27

City & State

23

City & State

28

Zip Country

24

Zip

29

Country

30

9. Name and Address of Current Registered Agent

HOLYFIELD, JAMES R
1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

81 Name

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

83

84 City

FL 85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

DELETE

TITLE D
NAME HOLYFIELD, JAMES R
STREET ADDRESS 1601 FORUM PLACE SUITE 801
CITY-ST-ZIP WEST PALM BEACH FL 33401

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

PRESIDENT
HOLYFIELD, JAMES R.
1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

DELETE

21

SECRETARY

Change Addition

HOLYFIELD, JAMES R.
1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

DELETE

22

VICE PRESIDENT

Change Addition

HOLYFIELD, LOURDES R.
1601 FORUM PLACE SUITE 801
WEST PALM BEACH FL 33401

DELETE

31

TREASURER

Change Addition

HOLYFIELD, LOURDES R.
1601 FORUM PLACE SUITE 801
WEST PALM BEACH, FL 33401

DELETE

41

DELETE

42

Change Addition

DELETE

51

Change Addition

DELETE

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Change Addition

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Change Addition

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Change Addition

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Change Addition

DELETE

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Change Addition

DELETE

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Change Addition

DELETE

64

Change 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: *James R. Holyfield*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/4/99 561-689-6000

Daytime Phone #

CR2E034 (11/98)