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 FEB 11 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000073761

1. Corporation Name
Black Bear Properties Inc.

Principal Place of Business / Mailing Address
12561 Equestrian Circle (SAME)
Suite # 801
Ft. Myers, Fl 33907

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: Aug 26, 1997
4. FEI Number: 65-0794584 [ ] 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 [X] No

	2. Principal Place of Business		2a. Mailing Address
21	7164 Lyle Terrace	26	7164 Lyle Terrace
22	Suite, Apt. #, etc.: Suite # 4	27	Suite, Apt. #, etc.: Suite # 4
23	City & State: Ft. Myers, Fl	28	City & State: Ft. Myers, Fl
24	Zip: 33907	29	Zip: 33907
25	Country: USA	30	Country: USA

9. Name and Address of Current Registered Agent
Patrick Esposito
12561 Equestrian circle
Suite 801
Ft. Myers, Fl
33907

10. Name and Address of New Registered Agent
81 Name: Patrick Esposito
82 Street Address (P.O. Box Number is Not Acceptable): 7164 Lyle Terrace
83 Suite # 4
84 City: Ft. Myers, FL 85 Zip Code: 33907

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] Patrick Esposito Pres. 2/4/99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P/T/D	[ ] DELETE	1.1 TITLE	P/T/D [X] Change [ ] Addition
NAME	Patrick G. Esposito		1.2 NAME	Patrick G Esposito
STREET ADDRESS	12561 Equestrian Cir. Suite 801		1.3 STREET ADDRESS	7164 Lyle Terrace - Suite # 4
CITY-ST-ZIP	Ft. Myers, Fl 33907		1.4 CITY-ST-ZIP	Ft. Myers, Fl 33907
TITLE	VP/S/D	[ ] DELETE	2.1 TITLE	VP/S/D [X] Change [ ] Addition
NAME	Richard Brad Thompson		2.2 NAME	Richard Brad Thompson
STREET ADDRESS	100 Haven Ave. Apt 16A		2.3 STREET ADDRESS	59 Dow Ave.
CITY-ST-ZIP	New York, NY 10032		2.4 CITY-ST-ZIP	Mineola, NY. 11501
TITLE		[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME			3.2 NAME	700002776897--0
STREET ADDRESS			3.3 STREET ADDRESS	-02/16/99--01046--011
CITY-ST-ZIP			3.4 CITY-ST-ZIP	****150.00 ****150.00
TITLE		[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME			6.2 NAME	
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

KB 2/11/99

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] Patrick Esposito Pres 2/4/99 941 489-0049
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
489-0049

CR2E034 (11/98)