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Jan 26, 1999 8:00 am
Secretary of State

01-26-1999 90043 042 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000083026

1. Corporation Name
A. F. BROWN, INC.



Principal Place of Business: 2203 NORTH PACE BOULEVARD, PENSACOLA FL 32505
 Mailing Address: 2203 NORTH PACE BOULEVARD, PENSACOLA FL 32505

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **09/24/1997**

4. FEI Number: **59-1936220** 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: 24 Country: 25

2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
BROWN, ADRIAN FARREL
2203 NORTH PACE BOULEVARD
PENSACOLA FL 32505

10. Name and Address of New Registered Agent
 81 Name: _____
 82 Street Address (P.O. Box Number is Not Acceptable): _____
 83 _____
 84 City: _____ 85 Zip Code: **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 signature required when reinstating).

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PVST	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: BROWN, ADRIAN FARREL		1.2 NAME	
STREET ADDRESS: 2203 NORTH PACE BOULEVARD		1.3 STREET ADDRESS	
CITY-ST-ZIP: PENSACOLA FL 32505		1.4 CITY-ST-ZIP	
TITLE: D	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: BROWN, ADRIAN FARREL		2.2 NAME	
STREET ADDRESS: 2203 NORTH PACE BOULEVARD		2.3 STREET ADDRESS	
CITY-ST-ZIP: PENSACOLA FL 32505		2.4 CITY-ST-ZIP	
TITLE: _____	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: _____		3.2 NAME	
STREET ADDRESS: _____		3.3 STREET ADDRESS	
CITY-ST-ZIP: _____		3.4 CITY-ST-ZIP	
TITLE: _____	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: _____		4.2 NAME	
STREET ADDRESS: _____		4.3 STREET ADDRESS	
CITY-ST-ZIP: _____		4.4 CITY-ST-ZIP	
TITLE: _____	<input type="checkbox"/> DELETE	5.1 TITLE	<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	<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)(l), 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 I/RS empowered.

SIGNATURE: *[Signature]* 1-13-99 880-432-6139
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)