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Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90184 017 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000083732

1. Corporation Name
BROOKS PETROLEUM CO. OF FLORIDA, INC.



Principal Place of Business Mailing Address
 211 BAYFRONT DRIVE 211 BAYFRONT DRIVE
 BONITA SPRINGS FL 34134 BONITA SPRINGS FL 34134

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/26/1997

4. FEI Number
65-0784577

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 2a. Mailing Address

21 **8801 W. TERRY ST.** 26 **8801 W. TERRY ST.**

Suite, Apt. #, etc. Suite, Apt. #, etc.

22 27

City & State City & State

23 **BONITA SPRINGS, FL** 28 **BONITA SPRINGS, FL**

Zip Country Zip Country

24 **34135** 25 **US** 29 **34135** 30 **US**

9. Name and Address of Current Registered Agent

HUMPHREVILLE, JOHN D
4501 TAMiami TRAIL NORTH
SUITE 300
NAPLES FL 34103-3060

10. Name and Address of New Registered Agent

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME **P BROOKS, STEVE L**
 STREET ADDRESS **211 BAYFRONT DRIVE**
 CITY-ST-ZIP **BONITA SPRINGS FL 34134**

TITLE DELETE
 NAME **VP BROOKS, STEVE S**
 STREET ADDRESS **211 BAYFRONT DRIVE**
 CITY-ST-ZIP **BONITA SPRINGS FL 34134**

TITLE DELETE

TITLE DELETE

TITLE DELETE

TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change 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, or on an attachment with an address, with all other like empowered.

SIGNATURE: Signature Required 2/1/99 (941) 495-1736

CR2E034 (11/98)