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SECRETARIAL

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P97000089719

1. Corporation Name
LEE-MCCARROLL, INC.



Principal Place of Business 1890 S. 14TH ST., SUITE 200 FERNANDINA BEACH FL 32034	Mailing Address 1890 S. 14TH ST., SUITE 200 FERNANDINA BEACH FL 32034
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/17/1997	
4. FEI Number 59-3472505	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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
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9. Name and Address of Current Registered Agent
 MCCARROLL, LORIE L
 1890 S. 14TH ST., SUITE 200
 FERNANDINA BEACH FL 32034

10. Name and Address of New Registered Agent

81 Name McCarroll, Lorie L, CP.A.	
82 Street Address (P.O. Box Number is Not Acceptable) 2334 E. State Rd. 200, Ste. 300	
83	
84 City Fernandina Beach	85 Zip Code FL 32034

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: Lorie L. McCarroll, CPA DATE: 1/21/99
Signature (typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD LEE, ROY D 1564 S FLETCHER FERNANDINA BCH FL 32034	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSTD MCCARROLL, LORIE L 1890 S 14TH ST, STE 200 FERNANDINA BCH FL 32034	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Lorie L. McCarroll 2334 E State Road 200, Ste 300 Fernandina Beach, FL 32034	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> 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: Lorie L. McCarroll DATE: 1/21/99 DAYTIME PHONE #: 904-277-0209
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/198)