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Secretary of State

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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P97000090343

1. Corporation Name
PEMBROKE PUB. INC.



Principal Place of Business
2665 S. BAYSHORE DR
SUITE 703
MIAMI FL 33133
US

Mailing Address
2665 SOUTH BAYSHORE DRIVE
SUITE 703
MIAMI FL 33133
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 7817 Pines Blvd.

2a. Mailing Address
26

3. Date Incorporated or Qualified
10/21/1997

4. FEI Number
65-0788478

Applied For
Not Applicable

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

5. Certificate of Status Desired \$8.75 Additional Fee Required

23 City & State
Pembroke Pines, FL

28 City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

24 Zip 33024 25 Country

29 Zip 30 Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WORLD CORPORATE SERVICES, INC.
2665 S. BAYSHORE DR
SUITE 703
MIAMI FL 33133

81 Name
~~World Corporate Services, Inc.~~

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 Change Addition

TITLE PSD
NAME MOSES, RICHARD L.
STREET ADDRESS 2665 S. BAYSHORE DR, SUITE 703
CITY-ST-ZIP MIAMI FL 33133

1.1 TITLE PSD
1.2 NAME Richard L. Moses
1.3 STREET ADDRESS 9421 SW 147th Street
1.4 CITY-ST-ZIP Miami, Florida

TITLE AS
NAME RICHARDS, TIMOTHY D. E
STREET ADDRESS 2665 S. BAYSHORE DR, SUITE 703
CITY-ST-ZIP MIAMI FL 33133

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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: *Timothy D. Richards*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Timothy D. Richards, AS, 01/14/99

Date Daytime Phone #

CR2E034 (1/98)