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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # **P97000092372**

1. Corporation Name
HARTWELL INDUSTRIES, INC.

Principal Place of Business

Mailing Address

**2665 S. BAYSHORE DR., STE. 800
MIAMI FL 33133**

**2665 S. BAYSHORE DR., STE. 800
MIAMI FL 33133**

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

29

9. Name and Address of Current Registered Agent

**KLEIN, PETER W
2665 S. BAYSHORE DR., STE. 800
MIAMI FL 33133**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent Signature Required When Changing Registered Agent)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PCED	[] DELETE
NAME	LEFLER, R. STEPHEN	
STREET ADDRESS	97 WINFIELD CIR	
CITY-ST-ZIP	HARTWELL GA	
TITLE	CEO / C	[] DELETE
NAME	PATRICK, A. CLINTON	
STREET ADDRESS	97 WINFIELD CIR	
CITY-ST-ZIP	HARTWELL GA	
TITLE	VP	[] DELETE
NAME	TEMPLETON, TROY D	
STREET ADDRESS	2665 S. BAYSHORE DR., 8TH FL.	
CITY-ST-ZIP	MIAMI FL	
TITLE	S	[] DELETE
NAME	KLEIN, PETER W	
STREET ADDRESS	2665 S. BAYSHORE DR., 8TH FL.	
CITY-ST-ZIP	MIAMI FL	
TITLE	AS	[] DELETE
NAME	KUFFNER, MARILYN D	
STREET ADDRESS	2665 S. BAYSHORE DR., 8TH FL.	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	[] DELETE
NAME	VANDENBERG, PETER JR	
STREET ADDRESS	1373 BROAD ST	
CITY-ST-ZIP	CLIFTON NJ	

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	COB / D	[] Change [] Addition
12 NAME	Earl W. Powell	
13 STREET ADDRESS	2665 S. Bayshore Dr.	
14 CITY-ST-ZIP	MIAMI FL	
21 TITLE	CEO / T	[] Change [] Addition
22 NAME	GARY R. LANGFORD	
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE	VP	[] Change [] Addition
32 NAME	Troy D. Templeton	
33 STREET ADDRESS	2665 S. Bayshore Dr.	
34 CITY-ST-ZIP	MIAMI, FL 33133	
41 TITLE		[] Change [] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[] Change [] Addition
62 NAME		
63 STREET ADDRESS	2665 S. Bayshore Drive	
64 CITY-ST-ZIP	MIAMI, FL	

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*****150.00 ***150.00**

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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:

M. Kuffner
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/12/99

305-858-2200

CR2E034 (1/1/98)

FILED

99 MAR 15 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

10/27/1997

4. FIC Number

65-0790518

Applied For
Not Applicable

5. Certificate of Status Deemed

\$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

10. Name and Address of New Registered Agent

Directors, Officers Report

Hartwell Industries, Inc.

February 18, 1999

DIRECTORS

Phillip T. George, M.D. Effective: October 07, 1998	Director
R. Stephen Lefler Effective: October 07, 1998	Director
Earl W. Powell Effective: October 07, 1998	Director
Troy D. Templeton Effective: November 06, 1997	Director
Peter Vandenberg, Jr. Effective: October 07, 1998	Director

OFFICERS

Earl W. Powell Effective: October 21, 1998	Chairman of the Board
R. Stephen Lefler Effective: November 14, 1997	President
Effective: October 21, 1998	Chief Executive Officer
Peter W. Klein Effective: November 10, 1997	Secretary
Troy D. Templeton Effective: November 14, 1997	Vice President
Marilyn D. Kuffner Effective: November 14, 1997	Assistant Secretary
Gary R. Langford Effective: April 16, 1998	Treasurer
Effective: April 16, 1998	Chief Financial Officer
A. Clinton Patrick Effective: November 14, 1997	Controller