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PROFIT CORPORATION ANNUAL REPORT 1999



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

FILED Mar 17, 1999 8:00 am Secretary of State

03-17-1999 90044 026 ***158.75

DOCUMENT # P97000102888

1. Corporation Name THE BILLABONG GARDENS, INC.



Principal Place of Business 12555 BISCAYNE BLVD. #881 NORTH MIAMI FL 33181 Mailing Address 12555 BISCAYNE BLVD. #881 NORTH MIAMI FL 33181

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/01/1998 4. FEI Number 65-0799177 Applied For Not Applicable 5. Certificate of Status Desired [X] \$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 [X] No

2. Principal Place of Business 21 2a. Mailing Address 26 Suite, Apt. #, etc. 22 27 City & State 23 28 Zip 24 25 Country 29 30

9. Name and Address of Current Registered Agent

AMERILAWYER 343 ALMERIA AVENUE CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name Alice Needham 82 Street Address (P.O. Box Number is Not Acceptable) 10018 McNat Rd. # 116 83 Tamarac, Fl. 84 City FL 33021

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 Alice Needham Secy 3/17/99 DATE

12. OFFICERS AND DIRECTORS 1.1 TITLE PSTD [] DELETE 1.2 NAME DALY, MARILYN 1.3 STREET ADDRESS 12555 BISCAYNE BLVD. #881 1.4 CITY-ST-ZIP NORTH MIAMI FL 33181 2.1 TITLE Secy. [] DELETE 2.2 NAME Alice Needham 2.3 STREET ADDRESS 10018 McNat Rd. #116 2.4 CITY-ST-ZIP Tamarac, Fl. 33021

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 [X] Change [] Addition 2.1 TITLE [] Change [] Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP [] Change [] Addition 3.1 TITLE [] Change [] Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP [] Change [] Addition 4.1 TITLE [] Change [] Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP [] Change [] Addition 5.1 TITLE [] Change [] Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP [] Change [] Addition 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] 3/10/99 DATE

CR2E034 (11/98)