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PROFIT CORPORATION
ANNUAL REPORT
1999

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



DOCUMENT # P97000109042

1. Corporation Name

BABOR INSTITUT CORP. PALM BEACH

Principal Place of Business

ONE SE THIRD AVENUE
SUITE 1400
MIAMI FL 33131

Mailing Address

C/O BLASS & FRANKEL, P.A.
ONE SOUTHEAST THIRD AVE.,
MIAMI FL 33131

STE. 1400

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/31/1997

2. Principal Place of Business

21 303 Royal Poinciana Plaza

Suite, Apt. #, etc.

2a. Mailing Address

26 c/o Holland & Knight LLP

Suite, Apt. #, etc.

27 701 Brickell Ave., Ste. 3000

City & State

23 Palm Beach, Florida

Zip 33480

Country

City & State

28 Miami, Florida

Zip 33131

Country

6. 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

9. Name and Address of Current Registered Agent

COPROLITE CORPORATION
ONE SE THIRD AVENUE
14TH FLOOR
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name INTRASTATE REGISTERED AGENT CORPORATION

82 Street Address (P.O. Box Number is Not Acceptable)

701 BRICKELL AVENUE

83 SUITE 3000

84 City MIAMI

FL 85 Zip Code 33131

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. INTRASTATE REGISTERED AGENT CORPORATION

SIGNATURE

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

(NOTE: Registered Agent signature required when reinstating)

3/8/99

12. Steven H. Hagen, President

OFFICERS AND DIRECTORS

TITLE P
NAME MEYER, KLAUS-DIETER
STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
CITY-ST-ZIP PALM BEACH FL 33480

TITLE VPS
NAME EGGLESTON, KATHY
STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
CITY-ST-ZIP PALM BEACH FL 33480

TITLE VP
NAME CHAMBERLAIN, ILSE
STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
CITY-ST-ZIP PALM BEACH FL 33480

TITLE T
NAME MEYER, ROLF
STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
CITY-ST-ZIP PALM BEACH FL 33480

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE P
1.2 NAME CHAMBERLAIN, ILSE
1.3 STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
1.4 CITY-ST-ZIP PALM BEACH, FL 33480

2.1 TITLE VP
2.2 NAME EGGLESTON, KATHY
2.3 STREET ADDRESS 303 ROYAL POINCIANNA PLAZA
2.4 CITY-ST-ZIP PALM BEACH FL 33480

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

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

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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:

Ilse Chamberlain, President

3/8/99

Date

Daytime Phone #