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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P 98000006265

1. Corporation Name

BRIAR RIDGE CAPITAL, INC.

Principal Place of Business

10006 N. DALE MABRY HWY.
SUITE 210
TAMPA, FL 33618

Mailing Address

10006 N. DALE MABRY HWY.
SUITE 210
TAMPA, FL 33618

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
1/15/98

2. Principal Place of Business

21 3818 S. NINE DR.

2a. Mailing Address

28 3818 S. NINE DR.

4. FEI Number

59-3596960

Applied For

Not Applicable

5. 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

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State
23 VALRICO, FL

City & State
28 VALRICO, FL

Zip

24 33594

Country

25 USA

Zip

29 33594

Country

30 USA

9. Name and Address of Current Registered Agent

JOHN N. GIORDANO, ESQ.
BUSH ROSS GARDNER WARREN & RUDY, P.A.
220 S. FRANKLIN STREET
TAMPA, FL 33602

10. Name and Address of New Registered Agent

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME PD
STREET ADDRESS LEONORA CARAPELLA
CITY-ST-ZIP 3818 S. NINE DRIVE
VALRICO, FL 33594

TITLE
NAME TSD
STREET ADDRESS GEORGE CARAPELLA
CITY-ST-ZIP 3818 S. NINE DRIVE
VALRICO, FL 33594

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

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

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:

George Carapella

May 10, 1999

(813)265-2698