FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT **1999**

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

FILED
99 MAY 11 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000014051

1. Corporation Name: GREGS DISCOUNT BEVERAGE II, INC.

Principal Place of Business:
457 GREYNOLDS CIRCLE
LANTANA, FL 33462

Mailing Address:
C/O ELLIOT ROTH, CPA
2301 W. SAMPLE ROAD
BLDG 3 SUITE 2A
POMPANO BEACH, FL 33073

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt #, etc
22 City & State
23 Zip
24 Country 25

2a. Mailing Address
26 Suite, Apt #, etc
27 City & State
28 Zip
29 Country 30

3. Date Incorporated or Qualified: 3/12/98
4. FEI Number: 65-0831535 [ ] 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 [X] Yes [ ] No

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: GREGORY HOPKINS
82 Street Address (P.O. Box Number is Not Acceptable): 6911 HIGH RIDGE ROAD
83
84 City: LANTANA FL 85 Zip Code: 33462

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] DATE 5/6/99

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

12. OFFICERS AND DIRECTORS

TITLE	PRESIDENT	[ ] DELETE
NAME	GREGORY HOPKINS	
STREET ADDRESS	6911 HIGH RIDGE ROAD	
CITY-ST-ZIP	LANTANA, FL 33462	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME	100002880201---4	
23 STREET ADDRESS	-05/19/99--01060--019	
24 CITY-ST-ZIP	****150.00 ****150.00	
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

X8P 5/11/99

CR2E034 (11/98)

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 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] 5/6/99 561-588-8330

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR