


**FILED**  
**Feb 24, 1999 8:00 am**  
**Secretary of State**

02-24-1999 90171 031 \*\*\*158.75

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
<b>DOCUMENT # P98000026856</b>		
<b>1. Corporation Name</b> <b>W.F. PARTNERS, INC.</b>		

<b>Principal Place of Business</b> <b>4665 PONCE DE LEON BLVD.</b> <b>CORAL GABLES FL 33146</b>	<b>Mailing Address</b> <i>c/o Thomas D. Wood Jr.</i> <b>4665 PONCE DE LEON BLVD.</b> <b>CORAL GABLES FL 33146</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21</b>		<b>2a. Mailing Address</b> <b>28</b>		<b>3. Date Incorporated or Qualified</b> <b>03/23/1998</b>	
<b>Suite, Apt. #, etc.</b> <b>22</b>		<b>Suite, Apt. #, etc.</b> <b>27</b>		<b>4. FEI Number</b> <b>65-0825524</b>	
<b>City &amp; State</b> <b>23</b>		<b>City &amp; State</b> <b>28</b>		<b>5. Certificate of Status Desired</b> <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
<b>Zip</b> <b>24</b>		<b>Country</b> <b>25</b>		<b>6. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
<b>Country</b> <b>29</b>		<b>Country</b> <b>30</b>		<b>8. This corporation owes the current year intangible Personal Property Tax.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No	

<b>9. Name and Address of Current Registered Agent</b> <b>CARRERAS, RAUL JR.</b> <b>999 PONCE DE LEON BLVD.</b> <b>SUITE 720</b> <b>CORAL GABLES FL 33134</b>		<b>10. Name and Address of New Registered Agent</b> <b>81 Name</b> <i>Thomas D. Wood Jr.</i> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <i>4665 Ponce de Leon Blvd.</i> <b>83</b> <b>84 City</b> <i>Coral Gables</i> <b>FL</b> <b>85 Zip Code</b> <i>33146</i>	
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**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** *Thomas D. Wood Jr.* **DATE** *2/8/99*

(NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>D</b> <input type="checkbox"/> DELETE <b>WOOD, THOMAS D SR.</b> <b>4665 PONCE DE LEON BLVD.</b> <b>CORAL GABLES FL 33146</b>	<b>1.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>1.2 NAME</b> <b>1.3 STREET ADDRESS</b> <b>1.4 CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>D</b> <input type="checkbox"/> DELETE <b>WOOD, THOMAS D JR.</b> <b>4665 PONCE DE LEON BLVD.</b> <b>CORAL GABLES FL 33146</b>	<b>2.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>2.2 NAME</b> <b>2.3 STREET ADDRESS</b> <b>2.4 CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>D</b> <input type="checkbox"/> DELETE <b>FAY, MICHAEL T</b> <b>4665 PONCE DE LEON BLVD.</b> <b>CORAL GABLES FL 33146</b>	<b>3.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE	<b>4.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE	<b>5.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE	<b>6.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	

**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:

*Thomas D. Wood Jr.*  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*2/8/99*  
 Date

*305-663-3361*  
 Daytime Phone #

CR2E034 (11/98)