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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999

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

DOCUMENT # **P98000027299**

1. Corporation Name
KELLY TOOLS & BEARINGS, INC.



Principal Place of Business
 151 MAJORCA AVE. SUITE C
 CORAL GABLES FL 33134

Mailing Address
 151 MAJORCA AVE. SUITE C
 CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/23/1998

4. FEI Number
65-0839654

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

2. Principal Place of Business
 21 **2121 Ponce de Leon**
 Suite, Apt. #, etc.:
 22 **Suite 240**
 City & State:
 23 **Coral Gables, FL**
 Zip
 24 **33134** Country
 25 **USA**

2a. Mailing Address
 26 **2121 Ponce de Leon Blvd.**
 Suite, Apt. #, etc.:
 27 **Suite 240**
 City & State:
 28 **Coral Gables, FL**
 Zip
 29 **33134** Country
 30

9. Name and Address of Current Registered Agent
PRATS, GABRIEL
 151 MAJORCA AVE, SUITE C
 CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name
GABRIEL PRATS

82 Street Address (P.O. Box Number is Not Acceptable)
2121 Ponce de Leon Blvd.

83 **Suite 240**

84 City
CORAL GABLES FL 85 Zip Code
33134

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 _____ DATE _____
Signature, typed or printed name of registered agent and date, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CPST	<input type="checkbox"/> DELETE
NAME	JIMENEZ-PAREDES, EDUARDO	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JIMENEZ-PAREDES, EDUARDO J	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WESTENDORFF, LUIS F	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RUIZ, LUIS F	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JIMENEZ, THELMA J	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JIMENEZ, CARLOS A	
STREET ADDRESS	151 MAJORCA AVE, SUITE C	
CITY-ST-ZIP	CORAL GABLES FL 33134	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

7/28/99 **305-444-8333**
Date Daytime Phone #

CR2E034 (1/198)