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03-22-1999 90123 003 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000035386

1. Corporation Name WATERFORD PROPERTIES AND REAL ESTATE, INC.

Principal Place of Business 16110 N. FLORIDA AVE. LUTZ FL 33549
Mailing Address 16110 N. FLORIDA AVE. LUTZ FL 33549



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/16/1998

2. Principal Place of Business 21, 22, 23, 24
2a. Mailing Address 26, 27, 28, 29, 30

4. FEI Number 59-3508615
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

9. Name and Address of Current Registered Agent WESTFALL, JOHN W 16110 N. FLORIDA AVE. LUTZ FL 33549

10. Name and Address of New Registered Agent 81 Name, 82 Street Address, 83, 84 City, 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, STREET ADDRESS, CITY-ST-ZIP
D WESTFALL, JOHN W 16110 N. FLORIDA AVE. LUTZ FL 33549

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: [Signature] 3/19/99 (813)962-6544
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)