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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
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DOCUMENT # P98000036740

1. Corporation Name

FAIRFAX GROUP, INC.

Principal Place of Business
 6758 N. MILITARY TRAIL
 WEST PALM BEACH FL 33407

Mailing Address
 6758 N. MILITARY TRAIL
 WEST PALM BEACH FL 33407



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/22/1998	
21		26		4. FEI Number 65 083 2025	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip		29. Country		8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
MIRKIN, MARK H 1700 PALM BEACH LAKES BLVD. #580 WEST PALM BEACH FL 33401		81. Name ERNEST L. PORTER	
		82. Street Address (P.O. Box Number is Not Acceptable) 6758 N. MILITARY TRAIL 303	
		83. City	
		84. City WEST PALM BEACH FL 85. Zip Code 33407	

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 *Ernest L. Porter* ERNEST L. PORTER 3.17.99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, DAVID E	1.2 NAME	WILLIAM H. RITTS, III
STREET ADDRESS	6758 N. MILITARY TRAIL	1.3 STREET ADDRESS	6758 N. MILITARY TRAIL 303
CITY-ST-ZIP	WEST PALM BEACH FL 33407	1.4 CITY-ST-ZIP	WEST PALM BEACH FL 33407
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELLER, FRED	2.2 NAME	KEMBER C. KORTE
STREET ADDRESS	6758 N. MILITARY TRAIL	2.3 STREET ADDRESS	6758 N. MILITARY TRAIL 301
CITY-ST-ZIP	WEST PALM BEACH FL 33407	2.4 CITY-ST-ZIP	WEST PALM BEACH FL 33407
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	PORTER, ERNEST L.	3.2 NAME	
STREET ADDRESS	6758 N. MILITARY TRAIL 303	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 33407	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Ernest L. Porter* ERNEST L. PORTER 2-3-99 561 840-9100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)