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| <b>PROFIT CORPORATION ANNUAL REPORT 1999</b>                                                                                                                                                                                                                                                                                                                                                                                                                    |  |   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                                                                                                                              |  |
| <b>DOCUMENT # P98000053755</b><br>1. Corporation Name<br><b>PETEY WHEELS II, INC.</b>                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| Principal Place of Business<br>5050 S.W. 87TH AVENUE<br>COOPER CITY FL 33328                                                                                                                                                                                                                                                                                                                                                                                    |  | Mailing Address<br>5050 S.W. 87TH AVENUE<br>COOPER CITY FL 33328                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country                                                                                                                                                                                                                                                                                                                                                                   |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 3. Date Incorporated or Qualified<br>06/13/1998<br>4. FEI Number<br>65-0602802<br>5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required<br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees<br>7. This corporation owes the current year intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 8. Name and Address of Current Registered Agent<br><b>PIONEGRO, PETER J</b><br><b>5050 S.W. 87TH AVENUE</b><br><b>COOPER CITY FL 33328</b>                                                                                                                                                                                                                                                                                                                      |  |                                                                                    | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 607.0506, Florida Statutes. |  |                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| SIGNATURE: _____ DATE: _____<br><small>Signature, typed or printed name of registered agent, and date if applicable. (NOTE: Registered Agent signature required when resigning)</small>                                                                                                                                                                                                                                                                         |  |                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 12. OFFICERS AND DIRECTORS<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br>PD PIONEGRO, PETER J 3940 S.W. 87TH AVENUE DAVIE FL 33324<br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                             |  |                                                                                    | 13. ADDITIONS/CHANGES TO OFFICERS / ND DIRECTORS IN 12<br>1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition |                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |

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TALLAHASSEE, FLORIDA

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(1)(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: \_\_\_\_\_

Peter Pionegro  
President 4/22/99 (951) 680-3128

CR2E034 (11/98)