FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1999

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

99 MAR 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000057120

1. Corporation Name

Harley's Place Inc.

Principal Place of Business

175 East Irlo Bronson Highway
St. Cloud, Florida 34769

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporation Qualified
6-18-98

4. FEI Number
59-352-0761

Applied For
Not Applicable

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. Does corporation owe any Florida current year Intangible Personal Property Tax [ ] Yes [X] No

2. Principal Place of Business
21
Suite, Apt. #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent

Harry Hazelett
615 Illinois Ave.
St. Cloud, FL 34769

10. Name and Address of New Registered Agent

81 Name **Barbara Hazelett**
82 Street Address (P.O. Box Number is Not Acceptable)
83 **301 Illinois Ave.**
84 City **St. Cloud** **FL** 85 Zip Code **34769**

11. Pursuant to the provisions of Sections 607.0502 and 607.1505, 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 **Barbara Hazelett** 3-19-99
Signature, typed or printed name of registered agent and date

12. OFFICERS AND DIRECTORS

TITLE		[X] DELETE
NAME	**Harry Hazelett**	
STREET ADDRESS	**615 Illinois AVe.**	
CITY-ST-ZIP	**St. Cloud, FL 34769**	
TITLE		[ ] DELETE
NAME	**Barbara Hazelett**	
STREET ADDRESS	**301 Illinois Ave.**	
CITY-ST-ZIP	**St. Cloud, FL 34769**	
TITLE		[X] DELETE
NAME	**Erin McKinney**	
STREET ADDRESS	**615 Illinois Ave.**	
CITY-ST-ZIP	**St. Cloud, FL 34769**	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE	**President**	[X] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

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****150.00 ****150.00

CR2E034 (11/98)

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: **Barbara Hazelett** 3-19-99 892-4168
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #