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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 # P98000061557

1. Corporation Name
WESTPHAL ENTERPRISES, INC.

Principal Place of Business 10231 METRO PARKWAY SUITE 105 FORT MYERS FL 33912	Mailing Address 10231 METRO PARKWAY SUITE 105 FORT MYERS FL 33912
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/10/1998	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 45-0847449		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes the current year Intangible Personal Property Tax: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
ALTES, MICHAEL A. 4465 WOODMERE STREET JACKSONVILLE FL 32210 DEE WESTPHAL 14502 RIVERSIDE FT. MYERS, FL 33905		DEE WESTPHAL 14502 RIVERSIDE Fort Myers, FL FL 33905	

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 DEE WESTPHAL (X) Dee Westphal 1-5-99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input checked="" type="checkbox"/> DELETE NAME MICHAEL ALTES STREET ADDRESS 4465 WOODMERE ST. CITY-ST-ZIP JACKSONVILLE, FL 32210		1.1 TITLE PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME DEE WESTPHAL 1.3 STREET ADDRESS 14502 RIVERSIDE 1.4 CITY-ST-ZIP FORT MYERS, FL 33905	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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: X Dee Westphal 1-9-99 1941/278-0019
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)