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PROFIT CORPORATION ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris Secretary of State
DIVISION OF CORPORATIONS



DOCUMENT # P98000077793

1. Corporation Name
CARLEM CORPORATION

Principal Place of Business: 7610 MISTLETOE CT. ORLANDO FL 32807
Mailing Address: 7610 MISTLETOE CT. ORLANDO FL 32807



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 09/04/1998
4. FEI Number: 59-3531632
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

2. Principal Place of Business: 21 2500 33RD STREET, 22 Suite, Apt. #, etc., 23 ORLANDO FLORIDA, 24 Zip 32839, 25 ORANGE, 26 Mailing Address, 27 Suite, Apt. #, etc., 28 City & State, 29 Zip, 30 Country

9. Name and Address of Current Registered Agent: MATHIEU, LOUIS A, 7610 MISTLETOE CT., ORLANDO FL 32807

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 83, 84 City, 85 Zip Code FL

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

Table with 2 columns: 12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include Title, Name, Street Address, City-ST-ZIP for various officers and directors.

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] 01/20/99 (407) 872-0540
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)