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Apr 19, 1999 8:00 am  
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 # P98000082011

1. Corporation Name  
LIFESTYLES TRAVEL, INC.

Principal Place of Business  
2535 SUCCESS DR.  
ODESSA FL 33556

Mailing Address  
2535 SUCCESS DR.  
ODESSA FL 33556



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/22/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3533809	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent HUMPHRIES, J. BOB 501 E. KENNEDY BLVD., STE. 1700 TAMPA FL 33602		10. Name and Address of New Registered Agent 81 Name RICHARD W. BAKER 82 Street Address (P.O. Box Number is Not Acceptable) 2535 SUCCESS DRIVE 83 84 City ODESSA FL 85 Zip Code 33556	
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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 *Richard W. Baker* (NOTE: Registered Agent signature required when reinstating) DATE 4/5/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D BAKER, RICHARD W	1.1 TITLE	S/T/D
NAME	BAKER, RICHARD W	1.2 NAME	RICHARD W BAKER
STREET ADDRESS	2535 SUCCESS DR.	1.3 STREET ADDRESS	2535 SUCCESS DRIVE
CITY-ST-ZIP	ODESSA FL 33556	1.4 CITY-ST-ZIP	ODESSA FL 33556
TITLE	P WILLIAM FOLEY	2.1 TITLE	
NAME	WILLIAM FOLEY	2.2 NAME	
STREET ADDRESS	2535 SUCCESS DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	ODESSA FL 33556	2.4 CITY-ST-ZIP	
TITLE	D ROY M SPEED	3.1 TITLE	
NAME	ROY M SPEED	3.2 NAME	
STREET ADDRESS	2535 SUCCESS DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	ODESSA FL 33556	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: *Richard W. Baker* REQUIRED DATE 4/5/99 DAYTIME PHONE #

CR2E034 (11/98)