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PROFIT CORPORATION ANNUAL REPORT
1999

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

DOCUMENT # **P98000087896**

1. Corporation Name
ISLANDFEST, INC.

Principal Place of Business
1023 CATHERINE ST
KEY WEST FL 33040

Mailing Address
1023 CATHERINE ST
KEY WEST FL 33040

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/14/1998

4. FEI Number 65-0868743 [ ] 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. This corporation owes the 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
KIRBY, SCOTT E
1023 CATHERINE ST
KEY WEST FL 33040

10. Name and Address of New Registered Agent
31 Name
32 Street Address (P.O. Box Number is Not Acceptable)
33
34 City FL 35 Zip Code

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 Scott E. Kirby
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	Pres. [ ] DELETE
NAME	Scott E. Kirby
STREET ADDRESS	1023 Catherine St
CITY-ST-ZIP	Key West, FL 33040
TITLE	Vice Pres. [ ] DELETE
NAME	Michael Utley
STREET ADDRESS	5405 Big East Fort Rd.
CITY-ST-ZIP	Franklin, TN 37064
TITLE	Secretary [ ] DELETE
NAME	Peter Mayer
STREET ADDRESS	8230 Glenwood Dr.
CITY-ST-ZIP	St. Louis, MO 63126
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

1.1 TITLE	[ ] Change [ ] Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	[ ] Change [ ] Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	[ ] Change [ ] Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	[ ] Change [ ] Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	[ ] Change [ ] Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	[ ] Change [ ] Addition
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 SIGNATURE Scott E. Kirby 4/8/99 (305) 293-9427
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)