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Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90086 025 ***150.00

USA5306

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P98000094355

1. Corporation Name
HAPPI ENERGY, INC.



Principal Place of Business
 C/O JOHN R. KELLEY
 7341 HEARTSTONE AVE.
 BOYNTON BEACH FL 33437

Mailing Address
 C/O JOHN R. KELLEY
~~7341 HEARTSTONE AVE.~~
~~BOYNTON BEACH FL 33437~~

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 *PO Box 740097*
 Suite, Apt. #, etc.

23 City & State

28 *BOYNTON BEACH FL*
 City & State

24 Zip Country

29 *33474* 30 *USA*
 Zip Country

3. Date Incorporated or Qualified
11/06/1998

4. FEI Number **65-0877048**
 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 No

9. Name and Address of Current Registered Agent

KELLEY, JOHN R
7341 HEARTSTONE AVE.
BOYNTON BEACH FL 33437

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	<i>PRESIDENT</i>	<input type="checkbox"/> DELETE
NAME	<i>JOHN R. KELLEY</i>	
STREET ADDRESS	<i>7341 HEARTSTONE AVE</i>	
CITY-ST-ZIP	<i>BOYNTON BEACH, FL 33437</i>	
TITLE	<i>VICE PRESIDENT</i>	<input type="checkbox"/> DELETE
NAME	<i>JULIA F. KELLEY</i>	
STREET ADDRESS	<i>7341 HEARTSTONE AVE</i>	
CITY-ST-ZIP	<i>BOYNTON BEACH, FL 33437</i>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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)(l), 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: *John R. Kelley* **JOHN R. KELLEY** 3/10/99 561-736-8938
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)