

**FILED**  
**Mar 10, 1999 8:00 am**  
**Secretary of State**

03-10-1999 90059 009 \*\*\*158.75

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
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DOCUMENT # P98000100467

1. Corporation Name

LUPFER-FRAKES PEO SOLUTIONS, INC.



Principal Place of Business	Mailing Address
222 CHURCH STREET KISSIMMEE FL 34741	222 CHURCH STREET KISSIMMEE FL 34741

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/02/1998	
21		26		4. FEI Number 59-3550953	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		7. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip Country		Zip Country			
24		25		29	
				30	

9. Name and Address of Current Registered Agent

SALLEY, STEPHEN G ESQ.  
 390 N. ORANGE AVENUE, #2500  
 ORLANDO FL 32801

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	VSD <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALLS, RONALD M	1.2 NAME	WALLS, RONALD M
STREET ADDRESS	1637 REGAL COVE COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	KISSIMMEE FL	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAUKNIGHT, JAMES H	2.2 NAME	BAULKNIGHT, JAMES H
STREET ADDRESS	5600 IRLO BRONSON MEM. HIGHWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. CLOUD FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUPFER, SAMUEL L	3.2 NAME	LUPFER, SAMUEL L
STREET ADDRESS	1794 ADMIRAL COURT	3.3 STREET ADDRESS	
CITY-ST-ZIP	KISSIMMEE FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	RANDALL, RICHARD J	4.2 NAME	
STREET ADDRESS	1794 ADMIRAL COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	KISSIMMEE FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	VP/CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	CHRISTIAN, MICHAEL P
STREET ADDRESS		5.3 STREET ADDRESS	1616 AMY CT
CITY-ST-ZIP		5.4 CITY-ST-ZIP	KISSIMMEE FL 34744
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: SALLEY, STEPHEN G ESQ.

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/5/99

Date

407/847-2841

Daytime Phone #

CR2E034 (1/98)