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May 05, 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

DOCUMENT # S24380

1. Corporation Name
HARBORMASTER OPERATING CORP.

Principal Place of Business

2800 HARBOURSIDE DRIVE
 LONGBOAT KEY FL 34228
 US

Mailing Address

2600 DOUGLAS RD
 803
 CORAL GABLES FL 33134
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/10/1991

4. FEI Number

59-3058147

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

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

23

City & State

28

Zip Country

24

Zip Country

29

9. Name and Address of Current Registered Agent

ARSENAULT, KENNETH G JR
 655 ULMERTON ROAD
 SUITE 4-A
 LARGO FL 34641

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

TITLE DELETE

NAME
 DP
 VERNON, WILLIAM G
 STREET ADDRESS
 7241 S W 168TH ST #C
 CITY-ST-ZIP
 MIAMI FL

TITLE DELETE

NAME
 DST
 VERNON, JANE
 STREET ADDRESS
 7241 SW 168TH ST #C
 CITY-ST-ZIP
 MIAMI FL

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:

William G. Vernon
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/9/99 305 448 1070
 Date Daytime Phone #

CR2E034 (1/98)