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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90167 046 ***150.00

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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 # S29638

1. Corporation Name
HEARTWOOD 3, INC.



Principal Place of Business 1750 E SUNRISE BLVD FT LAUDERDALE FL 33304	Mailing Address 1750 E SUNRISE BLVD FT LAUDERDALE FL 33304
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 02/05/1991	4. FEI Number 65-0249346	Applied For No: Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

CARVALHO, JEAN
1750 E SUNRISE BLVD
FT LAUDERDALE FL 33304

10. Name and Address of New Registered Agent

81 Name	JACK A. FURMAN, ESQ.
82 Street Address (P.O. Box Number is Not Acceptable)	1750 E. SUNRISE BLVD.
83	
84 City	FT. LAUDERDALE FL
85 Zip Code	33304

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: JACK A. FURMAN JACK A. FURMAN 2/5/99
Signature, typed or printed name of registered agent and title if applicable. (NOT: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
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
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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
TITLE <input checked="" type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE <input checked="" type="checkbox"/> DELETE NAME STREET ADDRESS 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
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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)(i), Florida Statutes. I further certify that the information indicate I 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:

JARRETT S. LEVIAN
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Jaytime Phone #

2/05/99 854-760-5465

CR2E034 (11/98)