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Apr 23, 1999 8:00 am  
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # S33385 (3)  
1. Corporation Name SHIRLEYGP INC.



Principal Place of Business: 2605 NW 63 RT ST BOCA RATON FL 33496 US  
Mailing Address: 2605 NW 63RD STREET BOCA RATON FL 33496 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/20/1991  
4. FEI Number: 59-3051876  
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 or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

2. Principal Place of Business (21-24)  
2a. Mailing Address (25-30)  
21. Suite, Apt. #, etc.  
22. City & State  
23. Zip Country  
24. Zip Country

9. Name and Address of Current Registered Agent  
JULES PEARLSTINE ESQUIRE  
2605 NW 63 RS STREET  
SUITE 301-WEST BLDG.  
BOCA RATON FL 33496

10. Name and Address of New Registered Agent (81-85)  
81. Name  
82. Street Address (P.O. Box Number is Not Acceptable)  
83.  
84. City  
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 provisions of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* (NOTE: Registered Agent signature required when re-appointing) DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
	PEARLSTINE, SHIRLEY G.	2605 NW 63RD ST.	BOCA RATON FL	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE	Change	Addition
1.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

SIGNATURE: *[Signature]*