

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 22, 1999 8:00 am
Secretary of State

02-22-1999 90100 046 ***150.00

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NON-PROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # S49110

1. Corporation Name
MASTERWORKS DESIGN, INC.



Principal Place of Business
 1780 TAYLOR AVE.
 WINTER PARK FL 32789

Mailing Address
 1780 TAYLOR AVE.
 WINTER PARK FL 32789

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 1710 Lorena Lane
 Suite, Apt. #, etc.
 22
 City & State
 23 Orlando, FL
 Zip Country
 24 32806 25 USA

2a. Mailing Address
 26 1710 Lorena Lane
 Suite, Apt. #, etc.
 27
 City & State
 28 Orlando, FL
 Zip Country
 29 32806 30 USA

3. Date Incorporated or Qualified
05/01/1991

4. FEI Number
59-3066479 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional
 Fee Required

6. Election Campaign Financing **\$5.00** May Be
 Trust Fund Contribution Added to Fees

8. This corporation owes the current year intangible
 Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
MERKEL, MATTHEW
 1780 TAYLOR AVE
 WINTER PARK FL 32789

10. Name and Address of New Registered Agent
 81 Name
Merkel, Matthew
 82 Street Address (P.O. Box Number is Not Acceptable)
1710 Lorena Lane
 83
 84 City **Orlando** 85 Zip Code **FL 32806**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		<input type="checkbox"/> DELETE
TITLE	P	
NAME	MERKEL, MATTHEW	
STREET ADDRESS	1780 TAYLOR AVE.	
CITY-ST-ZIP	WINTER PARK FL 32789	
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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1 TITLE			
1.2 NAME	Merkel, Matthew		
1.3 STREET ADDRESS	1710 Lorena Lane		
1.4 CITY-ST-ZIP	Orlando, FL 32806		
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: Matthew Merkel Jan. 6, 1999 (407) 894-
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)