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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 # S71228

1. Corporation Name
 MARRESE BARON, INC.



Principal Place of Business: PO BOX 3582, BOCA RATON FL 33427, US

Mailing Address: C/O COMPUKEEPER, 1580 NW 2ND AVE #1, BOCA RATON FL 33432, US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/01/1991

4. FEI Number: 65-0288312

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 C/O CompuKeeper

Suite, Apt. #, etc.: 22

City & State: 27 1446 NW 2nd Ave., #105

City & State: 28 Boca Raton, FL

Zip: 24 33432 Country: 30 USA

9. Name and Address of Current Registered Agent

CUPEKEEPER INC
 1580 NW 2ND AVE
 SUITE 1
 BOCA RATON FL 33432

10. Name and Address of New Registered Agent

81 Name: David Marrese

82 Street Address (P.O. Box Number is Not Acceptable): 23 VIA DE CASAS SUR

83

84 City: Boynton Beach, FL 85 Zip Code: 33426

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: *David Marrese* DATE: 8/25/99

12. OFFICERS AND DIRECTORS

TITLE	PVST	<input type="checkbox"/> DELETE
NAME	MARRESE, DAVID C.	
STREET ADDRESS	9350 LONG MEADOW CIR.	
CITY-ST-ZIP	BOYNTON BCH FL	
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

1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	23 VIA DE CASAS SUR	
1.4 CITY-ST-ZIP	BOYNTON BCH, FL 33426	
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)(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: X David Marrese SIGNATURE REQUIRED: Marrese, President 1/21/99 561-451-6216

CR2E034 (1/198)