

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



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

FILED  
Mar 01, 1999 8:00 am  
Secretary of State

03-01-1999 90241 009 \*\*\*150.00

DOCUMENT # S83950

1. Corporation Name

PHASE III SYSTEMS, INC.

Principal Place of Business

8380 BAYMEADOWS RD  
SUITE 17  
JACKSONVILLE FL 32256  
US

Mailing Address

8380 BAYMEADOWS RD  
SUITE 17  
JACKSONVILLE FL 32256  
US

2. Principal Place of Business

21 1451 SPINDRIFT CIRC. E.  
Suite, Apt. #, etc.

2a. Mailing Address

26 1451 SPINDRIFT CIRC. E.  
Suite, Apt. #, etc.

22 City & State  
23 NEPTUNE BEACH FL

27 City & State  
28 NEPTUNE BEACH FL

24 Zip 32266 Country 25 USA

29 Zip 32266 Country 30 USA

9. Name and Address of Current Registered Agent

CHARLES, KATHLEEN C  
8380 BAYMEADOWS RD  
SUITE 17  
JACKSONVILLE FL 32256

3. Date Incorporated or Qualified

09/27/1991

4. FEI Number

59-3088331

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

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 DP  
NAME CHARLES, BARCLAY  
STREET ADDRESS 1001 FLAGLER DR. APT 705  
CITY-ST-ZIP WEST PALM BEACH FL

DELETE

TITLE ST  
NAME CHARLES, KATHLEEN  
STREET ADDRESS 145 SPYGLASS LANE  
CITY-ST-ZIP PONTE VEDRA FL

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

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

1451 SPINDRIFT CIRC. E.  
NEPTUNE BEACH, FL 32266

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: Katherine C. Charles

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/2/99

Date

241-4027

Daytime Phone #

CR2E034 (11/98)