

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

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Mar 29, 1999 8:00 am
Secretary of State

03-29-1999 90055 015 ***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 # V14890

1. Corporation Name
B & L VENTURE, INC.



Principal Place of Business SUITE 300 150 N.W. 168 STREET NORTH MIAMI BEACH FL 33169	Mailing Address STE 310 150 N.W. 168 STREET NORTH MIAMI BEACH FL 33169 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1920 E. HALLANDALE BEACH BLVD.	2a. Mailing Address 26 1920 E. HALLANDALE BEACH BLVD.
Suite, Apt. #, etc. 22 SUITE 906	Suite, Apt. #, etc. 27 SUITE 906
City & State 23 HALLANDALE FL	City & State 28 HALLANDALE FL
Zip 24 33009 Country 25 USA	Zip 29 33009 Country 30 USA

3. Date Incorporated or Qualified 02/18/1992	Applied For Not Applicable
4. FEI Number 65-0313952	
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

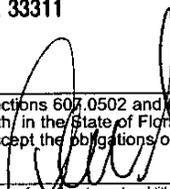
9. Name and Address of Current Registered Agent

FILINGS, INC.
3732 N.W. 16TH STREET
FORT LAUDERDALE FL 33311

10. Name and Address of New Registered Agent

81 Name ARTHUR E. LIPSON
82 Street Address (P.O. Box Number is Not Acceptable) 1920 E. HALLANDALE BEACH BLVD.
83 SUITE 906
84 City HALLANDALE
85 State FL
Zip Code 33009

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

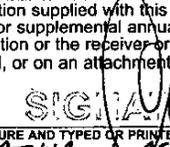
12. OFFICERS AND DIRECTORS

TITLE	P <input type="checkbox"/> DELETE
NAME	LIPSON, ARTHUR
STREET ADDRESS	150 NW 168TH ST STE 310
CITY-ST-ZIP	N. MIAMI BEACH 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	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ARTHUR E. LIPSON
1.3 STREET ADDRESS	1920 E. HALLANDALE BEACH BLVD. - #906
1.4 CITY-ST-ZIP	HALLANDALE, FL 33009
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:  **SIGNATURE REQUIRED**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **3/26/99** **(954) 454-1114**
Date Daytime Phone #

CP25034 (1/1/98)