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Jan 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # V34136 (4)
1. Corporation Name
BE ALERT & SECURE, INC.

Principal Place of Business: P O BOX 120328 CLERMONT FL 34712 US
Mailing Address: P O BOX 120328 CLERMONT FL 34712 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/04/1992	
21	Suite, Apt. #, etc.	25	Suite, Apt. #, etc.	4. FEI Number 59-3126064	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CHESTER D. HIRSCHY 10045 LAKE LOUISE DR SUITE 600 CLERMONT FL 32801		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: *Chester D. Hirschy* DATE: 1/6/98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIRSCHY, CHESTER D.	1.2 NAME	
STREET ADDRESS	P O BOX 120328 N/A	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLERMONT FL	1.4 CITY-ST-ZIP	
TITLE	DST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIRSCHY, MYONA	2.2 NAME	
STREET ADDRESS	P O BOX 120328 N/A	2.3 STREET ADDRESS	
CITY-ST-ZIP	CLERMONT FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: *Chester D. Hirschy* DATE: 1/6/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (10/97)