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May 04, 1999 8:00 am
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 # **V69509**
 1. Corporation Name
NOON ENTERPRISES, INC.

Principal Place of Business: 3680 E INDUSTRIAL BAYC RIVIERA BEACH FL 33404 US
 Mailing Address: 19136 PINE RUN LANE FT. MYERS FL 33912



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 2411 N.E. 48TH ST
 2a. Mailing Address: 26 2411 N.E. 48TH ST
 22 Suite, Apt. #, etc.
 23 City & State: LIGHTHOUSE POINT, FL
 24 Zip: 33064 25 Country: U.S.A.
 27 Suite, Apt. #, etc.
 28 City & State: LIGHTHOUSE POINT, FL
 29 Zip: 33064 30 Country: U.S.A.

3. Date Incorporated or Qualified: 10/05/1992
 4. FEI Number: 65-0376215
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
 NOON, PATRICK J., III
 19136 PINE RUN LANE
 FT. MYERS FL 33912

10. Name and Address of New Registered Agent
 81 Name: PATRICK J. NOON III
 82 Street Address (P.O. Box Number is Not Acceptable): 2411 N.E. 48TH ST
 83
 84 City: LIGHTHOUSE POINT, FL
 85 Zip Code: 33064

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: PATRICK J. NOON III DATE: 4/27/99

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------|---------------------------------|
| TITLE | P | <input type="checkbox"/> DELETE |
| NAME | NOON III, PATRICK J | |
| STREET ADDRESS | 19136 PINE RUN LANE | |
| CITY-ST-ZIP | FT. MYERS FL | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | NOON IV, PATRICK J | |
| STREET ADDRESS | 5040 E ELMHURST RD | |
| CITY-ST-ZIP | W. PALM BCH. FL | |
| TITLE | ST | <input type="checkbox"/> DELETE |
| NAME | NOON, VIRGINIA A. | |
| STREET ADDRESS | 19136 PINE RUN LANE | |
| CITY-ST-ZIP | FT. MYERS FL | |
| 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 | P | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | NOON III, PATRICK J | |
| 1.3 STREET ADDRESS | 2411 N.E. 48TH ST. | |
| 1.4 CITY-ST-ZIP | LIGHTHOUSE POINT, FL 33064 | |
| 2.1 TITLE | V | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | NOON IV, PATRICK J. | |
| 2.3 STREET ADDRESS | 4435 EAST KELTON LANE | |
| 2.4 CITY-ST-ZIP | PHOENIX, AZ 85032 | |
| 3.1 TITLE | ST | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | NOON, VIRGINIA A. | |
| 3.3 STREET ADDRESS | 2411 N.E. 48TH ST | |
| 3.4 CITY-ST-ZIP | LIGHTHOUSE POINT, FL 33064 | |
| 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] DATE: 4/27/99 DAYTIME PHONE #: 954-946-7321

CR2E034 (11/98)