

FILED
Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90133 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # V72507

1. Corporation Name
BARLEV 1489 CORP.

Principal Place of Business Mailing Address
 1489 WEST PALMETTO PARK ROAD, #499, BX 123 1489 WEST PALMETTO PARK ROAD, #499, BX 123
 BOCA RATON FL 33486 BOCA RATON FL 33486



DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified: **10/20/1992**

4. FEI Number: **65-0392973** Applied For: Not Applicable

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
~~TERREMARK CORPORATE AGENTS, INC.
 2601 SOUTH BAYSHORE DRIVE, 10TH FLOOR
 MIAMI FL 33133~~ →

10. Name and Address of New Registered Agent
 81 Name: **LITOW, CUTLER, ZABUDOWSKI & ALLEN, P.A.**
 82 Street Address (P.O. Box Number is Not Acceptable): **777 BRICKELL AVENUE**
 83 **SUITE 1200**
 84 City: **MIAMI** FL 85 Zip Code: **33131**

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: Laurence S. Litow, Pres. of Litow, P.A. DATE: **4/8/99**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, BARBARA	1.2 NAME	
STREET ADDRESS	1489 W. PALMETTO ROAD 499 BOX 123	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, PAUL J	2.2 NAME	
STREET ADDRESS	1489 W. PALMETTO ROAD #499 BOX 123	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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, with all other like empowered.

SIGNATURE: Barbara Levine, Pres. DATE: **3/18/99** PHONE: **561-394-5009**

CR2E094 (1/1/98)