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05-05-1999 90110 033 \*\*\*150.00

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<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # V74281</b> 1. Corporation Name <b>D. R. QUARTEL, JR., INC.</b>			
Principal Place of Business <b>2917 CLUBVIEW DR</b> <b>ORLANDO FL 32822</b>		Mailing Address <b>2917 CLUBVIEW DR</b> <b>ORLANDO FL 32822</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
9. Name and Address of Current Registered Agent <b>QUARTEL, JANE W</b> <b>4011 BOBOLINK LN</b> <b>ORLANDO FL 32804</b>		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 <i>[Signature]</i> DATE <b>4/30/99</b> <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>			
12. OFFICERS AND DIRECTORS TITLE PD NAME <b>QUARTEL, D R JR</b> STREET ADDRESS <b>2917 CLUBVIEW DR</b> CITY-ST-ZIP <b>ORLANDO FL 32822</b> [ ] DELETE TITLE TD NAME <b>ENGLISH, MICHELA A</b> STREET ADDRESS <b>2917 CLUBVIEW DR</b> CITY-ST-ZIP <b>ORLANDO FL 32822</b> [ ] DELETE TITLE SD NAME <b>QUARTEL, JANE W</b> STREET ADDRESS <b>4011 BOBOLINK LN</b> CITY-ST-ZIP <b>ORLANDO FL 32804</b> [ ] DELETE [ ] DELETE [ ] DELETE [ ] 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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)