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Jun 07, 1999 8:00 am
Secretary of State

06-07-1999 90006 044 ***550.00

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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 # 260418
 1. Corporation Name
AMERINET FINANCIAL SYSTEMS, INC.



Principal Place of Business 3400 INLAND EMPIRE BLVD #205 STE 101 ONTARIO CA 91764 US	Mailing Address 3400 INLAND EMPIRE BLVD #205 STE 101 ONTARIO CA 91764 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3400 Inland Empire Blvd. Suite, Apt. #, etc. 22 Suite 101 City & State 23 Ontario CA Zip 24 91764	2a. Mailing Address 26 3400 Inland Empire Blvd. Suite, Apt. #, etc. 27 Suite 101 City & State 28 Ontario CA Zip 29 91764	Country 25 USA	Country 30 USA
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3. Date Incorporated or Qualified 06/28/1962	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number 75-2609633	
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

**WEST, PERRY DOUGLAS
 1270 ORANGE AVENUE, STE. A
 WINTER PARK FL 32789**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEMBROKE, JOHN J	1.2 NAME	Pembroke, John J.
STREET ADDRESS	9627 ROCKY BRANCH	1.3 STREET ADDRESS	6200 S. Syracuse Way
CITY-ST-ZIP	DALLAS TX 75243	1.4 CITY-ST-ZIP	Englewood, CO 80111
TITLE	TSD <input type="checkbox"/> DELETE	2.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	YEAGER, WILLIAM P SR	2.2 NAME	Lebow, Steve
STREET ADDRESS	3400 INLAND EMPIRE BLVD, STE 101	2.3 STREET ADDRESS	150 N. Clifford Ave.
CITY-ST-ZIP	ONTARIO CA 91764	2.4 CITY-ST-ZIP	Los Angeles, CA 10128
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	YEAGER, WILLIAM P	3.2 NAME	Dietz, Steven
STREET ADDRESS	3400 INLAND EMPIRE BLVD, STE 101	3.3 STREET ADDRESS	17786 Calle de Palermo
CITY-ST-ZIP	ORTARIO CA 91764	3.4 CITY-ST-ZIP	Pacific Palisades, CA 90272
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	URKLIN, VICKI	4.2 NAME	Burklin, Vicki
STREET ADDRESS	3400 INLAND EMPIRE BLVD STE 101	4.3 STREET ADDRESS	3400 Inland Empire Blvd.
CITY-ST-ZIP	ONTARIO CA 91764	4.4 CITY-ST-ZIP	Ontario, CA 91764
TITLE	PD <input type="checkbox"/> DELETE	5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CUNLIFFE, ERIC H	5.2 NAME	DeNero, Henry
STREET ADDRESS	6200 S. SYRACUSE WAY, #400	5.3 STREET ADDRESS	6200 S. Syracuse Way
CITY-ST-ZIP	ENGLEWOOD CO 80111	5.4 CITY-ST-ZIP	Englewood, CO 80111
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: *Vicki Burklin* 05/17/99 909/481-7800
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (11/98)