

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1998



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

FILED
May 13 1998 8:00am
Secretary of State

DOCUMENT # L34626 (6)
1. Corporation Name
MAKEFIELD ASSET MANAGEMENT INC.



Principal Place of Business
**789 S. FEDERAL HWY
213
STUART FL 34994
US**

Mailing Address
**789 S. FEDERAL HWY
213
STUART FL 34994
US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/01/1989

4. FEI Number
65-0173164

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc. **209**
22 City & State
23 Zip Country
24 25

2a. Mailing Address
26 Suite, Apt. #, etc. **209**
27 City & State
28 Zip Country
29 30

9. Name and Address of Current Registered Agent
**HIXON, BARRY C.
789 S. FEDERAL HIGHWAY
STE 213
STUART FL 34994**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 **SUITE 209**
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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIXON, BARRY C.	1.2 NAME	
STREET ADDRESS	789 S. FEDERAL HWY	1.3 STREET ADDRESS	
CITY-ST-ZIP	STUART FL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATHEWS, DAVID W	2.2 NAME	
STREET ADDRESS	789 SO FEDERAL HGHWY. STE 213	2.3 STREET ADDRESS	
CITY-ST-ZIP	STUART FL	2.4 CITY-ST-ZIP	
TITLE	SVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AVERY, W.C.	3.2 NAME	
STREET ADDRESS	789 SO FEDERAL HIGHWAY STE 213	3.3 STREET ADDRESS	
CITY-ST-ZIP	STUART FL	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: _____

4/28/98 561-22883

CR2E034 (10/97)