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FILED
Jan 23, 1999 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1999



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

01-23-1999 90009 031 ***158.75

DOCUMENT # M91510

1. Corporation Name
OAKLEY PROPERTIES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 101 ABC ROAD, P.O. BOX 4170, LAKE WALES FL 33859-1170
Mailing Address: 101 ABC ROAD, P.O. BOX 4170, LAKE WALES FL 33859-1170

3. Date Incorporated or Qualified: 07/28/1988
4. FEI Number: 59-2903922
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

2. Principal Place of Business (21-24) and Mailing Address (25-29) details including Suite, Apt. #, etc., City & State, and Zip/Country.

9. Name and Address of Current Registered Agent: MCCLAIN, JOE A., 402 E. CHURCH AVE., DADE CITY FL

10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, and 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: [Signature] (NOTE: Registered Agent signature required when reinstating) DATE: [Date]

Table 12: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Rows include DP OAKLEY, THOMAS E. and DST OAKLEY, RONALD E.

Table 13: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: 1.1-1.4 and 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4. Includes checkboxes for Change and Addition.

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] Thomas E. Oakley 01/05/99 941-638-1435
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)