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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P94000092956

1. Corporation Name
PENDA ROO HOLDING CORPORATION

Principal Place of Business
**C/O TRIVEST, INC.
2665 S. BAYSHORE DRIVE, STE 800
MIAMI FL 33133-5401**

Mailing Address
**C/O TRIVEST, INC.
2665 S. BAYSHORE DRIVE, STE 800
MIAMI FL 33133-5401**

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25

29 30

9. Name and Address of Current Registered Agent

**KLEIN, PETER W.
2665 S. BAYSHORE DRIVE, SUITE 800
MIAMI FL 33131**

81 Name
82 Street Address (P.O. Box Numbers Not Acceptable)
83 City
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

Signature typed or printed name of registered agent and fee if applicable

(NOTE: Register this change with the State of Florida)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	CPD	[] DELETE
NAME	THOMPSON, JACK L	
STREET ADDRESS	2344 W WISCONSIN STREET	
CITY-ST-ZIP	PORTAGE WI 53901	
TITLE	D	[] DELETE
NAME	WNER, LEO E	
STREET ADDRESS	2344 W WISCONSIN STREET	
CITY-ST-ZIP	PORTAGE WI 53901	
TITLE	S	[] DELETE
NAME	KLEIN, PETER W.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-ST-ZIP	MIAMI FL	
TITLE	AS	[] DELETE
NAME	KUFFNER, MARILYN D.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-ST-ZIP	MIAMI FL	
TITLE		[] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

11 TITLE	COB/D	[] Change	[] Addition
12 NAME	Earl W. Powell		
13 STREET ADDRESS	2665 S. Bayshore Dr.		
14 CITY-ST-ZIP	Miami FL		
21 TITLE		[] Change	[] Addition
22 NAME			
23 STREET ADDRESS			
24 CITY-ST-ZIP			
31 TITLE			
32 NAME			
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE		[] Change	[] Addition
42 NAME			
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		[] Change	[] Addition
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		[] Change	[] Addition
62 NAME			
63 STREET ADDRESS			
64 CITY-ST-ZIP			

RECEIVED
CORPORATION DIVISION
MAY 11 1999



DO NOT WRITE IN THIS SPACE

- 3. Date Incorporated or Qualified: **12/27/1994**
- 4. FFI Number: **39-1808928** Applied For Not Applicable
- 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 the current year Intangible Personal Property Tax: Yes
- 10. Name and Address of New Registered Agent

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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]* 3-22-99 305/858-2200

CR2E034 (11/98)

(2)

Directors, Officers Report

Penda Roo Holding Corporation

February 19, 1999

DIRECTORS

Earl W. Powell Effective: August 21, 1998	Director
Jack L. Thompson Effective: July 07, 1997	Director
Leo E. Waner Effective: July 07, 1997	Director

OFFICERS

Earl W. Powell Effective: August 21, 1998	Chairman of the Board
Jack L. Thompson Effective: July 07, 1997	Chief Executive Officer
• Effective: July 07, 1997	President
Peter W. Klein Effective: January 04, 1995	Secretary
Marilyn D. Kuffner Effective: January 04, 1995	Assistant Secretary
Leo E. Waner Effective: August 21, 1998	Treasurer
Effective: August 21, 1998	Chief Financial Officer