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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P97000041966

1. Corporation Name
AFFINITY MARKETING, INC.



Principal Place of Business
 1700 N DIXIE HWY
 SUITE 133
 BOCA RATON FL 33432
 US

Mailing Address
 1700 N DIXIE HWY
 SUITE #133
 BOCA RATON FL 33432

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/12/1997

4. FEI Number
84-1150731

5. Certificate of Status Desired Applied For
 Not Applicable
\$8.75 Additional Fee Required

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

8. This corporation owes the current year Intangible
 Personal Property Tax. Yes No

2. Principal Place of Business

21 **1700 N. Dixie Hwy**

22 **Suite 107**

23 **BOCA RATON, FL Palm Bch**

24 **33432**

25

26 Suite, Apt. #, etc.

27

28 City & State

29 Zip

30 Country

9. Name and Address of Current Registered Agent

WILSON, SANDRA L
 1700 N DIXIE HWY
 SUITE #133
 BOCA RATON FL 33432

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME **DPST**

STREET ADDRESS **WILSON, SANDRA L**

CITY-ST-ZIP **1700 N DIXIE HWY SUITE 133**
BOCA RATON FL 33432

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME **PREs**

1.3 STREET ADDRESS **SANDRA L. Wilson**

1.4 CITY-ST-ZIP **1700 N. Dixie Hwy. #107**
BOCA RATON, FL 33432

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: *Sandra L. Wilson* **3/29/99** **561-368-7069**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2F034 (1/98)