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Apr 16, 1999 8:00 am
Secretary of State

04-16-1999 90008 035 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 018377

1. Corporation Name
LAKELAND MEMORIAL GARDENS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
 2121 SYLVESTER ROAD
 LAKELAND FL 33803

Mailing Address
 2125 SOUTH BARTWO HIGHWAY
 LAKELAND FL 33803
 US

3. Date Incorporated or Qualified
05/25/1953

4. FEI Number
59-0701247

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 No

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

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

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 C/O CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND RD.
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 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	P	<input checked="" type="checkbox"/> DELETE
NAME	GRINSTEAD, JACK E	
STREET ADDRESS	2121 SYLVESTER RD	
CITY-ST-ZIP	LAKELAND, FL 00000	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	GRINSTEAD, JOAN A	
STREET ADDRESS	2121 SYLVESTER RD	
CITY-ST-ZIP	LAKELAND FL	
TITLE	SEC	<input checked="" type="checkbox"/> DELETE
NAME	GRINSTEAD, DALE E	
STREET ADDRESS	2121 SYLVESTER RD	
CITY-ST-ZIP	LAKELAND FL	
TITLE	TRES	<input checked="" type="checkbox"/> DELETE
NAME	GRINSTEAD, DARYL L	
STREET ADDRESS	2121 SYLVESTER RD	
CITY-ST-ZIP	LAKELAND FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MELVIN C. PAYNE	
1.3 STREET ADDRESS	1300 Post OAK BLVD. Ste 1500	
1.4 CITY-ST-ZIP	HOUSTON, TX 77056	
2.1 TITLE	President & Assistant Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	MARK W. DUFFEY	
2.3 STREET ADDRESS	1300 Post OAK BLVD. Ste 1500	
2.4 CITY-ST-ZIP	HOUSTON, TX 77056	
3.1 TITLE	CFO, EVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	THOMAS C. LIVINGOOD	
3.3 STREET ADDRESS	1300 Post OAK BLVD. Ste 1500	
3.4 CITY-ST-ZIP	HOUSTON, TX 77056	
4.1 TITLE	Exec V-P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Russell W. ALLEN	
4.3 STREET ADDRESS	1300 Post OAK BLVD. Ste 1500	
4.4 CITY-ST-ZIP	HOUSTON, TX 77056	
5.1 TITLE	V. P & Corp. Controller	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Terry E. SANFORD	
5.3 STREET ADDRESS	1300 Post OAK BLVD, Ste 1500	
5.4 CITY-ST-ZIP	HOUSTON, TX 77056	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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: Terry E. Sanford DATE: 4/5/99 PHONE: (281) 556-7450

CR2E034 (1/198)