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09-07-1999 90007 003 ***550.00



PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # **F95000001658**
 Corporation Name
PFG DISTRIBUTION COMPANY



Principal Place of Business: HARVEST DR, SUITE 200, BLUE BELL PA 19422
 Mailing Address: 8801 INDIAN HILLS DR, OMAHA NE 68114, US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/05/1995	
4. FEI Number 23-2795977	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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	FL	85 Zip Code	

I, 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
DE NAME STREET ADDRESS CITY-ST-ZIP	D SPELLMAN, RICHARD A 8801 INDIAN HILLS DR OMAHA NE 68114	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	m Kristine Levine 8801 Indian Hills Dr. Omaha, Ne 68114
DE NAME STREET ADDRESS CITY-ST-ZIP	T KEIM, KENT C 980 HARVEST DR, SUITE 200 BLUE BELL PA 19422	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
DE NAME STREET ADDRESS CITY-ST-ZIP	D HILLMAN, JOHN K 980 HARVEST DR, SUITE 200 BLUE BELL PA 19422	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
DE NAME STREET ADDRESS CITY-ST-ZIP	VPS HILLMAN, JOHN K 980 HARVEST DR, SUITE 200 BLUE BELL PA 19422	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
DE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
DE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	

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: Kristine Levine Date: 9/2/99 Daytime Phone #: 402-361-7308

CR2E034 (1/98)