

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 28 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000002375 (0)
1. Corporation Name
ARC TARPON SPRINGS, INC.



Principal Place of Business: 111 WESTWOOD PLACE., #402 BRENTWOOD TN 37027
Mailing Address: 111 WESTWOOD PLACE., #402 BRENTWOOD TN 37027

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

3. Date Incorporated or Qualified: 05/05/1997
4. FEI Number: APPLIED FOR
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 or has paid the current year Intangible Personal Property Tax due June 30.

9. Name and Address of Current Registered Agent: NRAI SERVICES, INC. 526 E. PARK AVE. TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85) fields.

11. Pursuant to the provisions of Sections 607.0502 and 607.1503, 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 _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	SHERIFF, W E	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KAESTNER, H T	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MONEY, JAMES T	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HICKS, GEORGE T	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DOWNS, TOM	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCKNIGHT, LEE	
STREET ADDRESS	111 WESTWOOD PLACE., #402	
CITY-ST-ZIP	BRENTWOOD TN 37027	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	EXEC V.P. - CORP. DEVELOPMENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	EXEC. V.P. DEVELOPMENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	VP - Finance, CFO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	SR. VP OPERATIONS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	VP MARKETING <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	600002539786
6.3 STREET ADDRESS	-05/28/98--01102--039
6.4 CITY-ST-ZIP	***150.00

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.

SIGNATURE _____

CR2E034 (10/97)