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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # K77042

1. Corporation Name
SKILLMATES, INC.

Principal Place of Business
 1100 FLORIDA AVE
 TAMPA FL 33602
 US

Mailing Address
 P.O. BOX 172175
 TAMPA FL 33692
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/31/1989

4. FEI Number
59-3160395

Applied For
 Not Applicable

2. Principal Place of Business
 21 Suite, Apt. #, etc.

2a. Mailing Address
 26 Suite, Apt. #, etc.

5. Certificate of Status Desired **\$8.75** Additional Fee Required

22 City & State

27 City & State

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

23 Zip Country

28 Zip Country

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

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PORTER, WILLIAM
 1100 FLORIDA AVE
 TAMPA FL 33602

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 *N/A*

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		<input type="checkbox"/> DELETE
TITLE	P	
NAME	PORTER, WILLIAM K	
STREET ADDRESS	1100 FLORIDA AVE	
CITY-ST-ZIP	TAMPA FL 33602	
TITLE	S	
NAME	MICHIE, KRISTOPHER	
STREET ADDRESS	1100 FLORIDA AVE	
CITY-ST-ZIP	TAMPA FL 33602	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1 TITLE			
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE			
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE	V. PRESIDENT		<input checked="" type="checkbox"/> Addition
3.2 NAME	R. GALE PORTER		
3.3 STREET ADDRESS	1100 N. FLORIDA AVE.		
3.4 CITY-ST-ZIP	TAMPA, FL 33602		
4.1 TITLE			
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE			
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE			
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: *R. Gale Porter* **R. GALE PORTER** 4/1/99 (813) 225-1200
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)