

FILE NOW: FILING FEE IS \$61.25

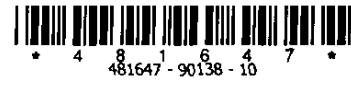
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May 04, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N25903
 1. Corporation Name
QUILTFEST, INC.

Principal Place of Business 585 BLACK FOREST DR JACKSONVILLE FL 32259 US	Mailing Address 585 BLACK FOREST DR JACKSONVILLE FL 32259 US
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2. Principal Place of Business 21 284 Foxridge Road Suite, Apt. #, etc.	2a. Mailing Address 26 284 Foxridge Road Suite, Apt. #, etc.	3. Date Incorporated or Qualified 04/14/1988
22 Orange Park, FL City & State	27 City & State	4. FEI Number 59-2936093
23 32065 Zip	28 Orange Park FL City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
24 Country	29 32065 Zip	30 US Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent

BARBARA K COMPTON
 585 BLACK FOREST DR
 JACKSONVILLE FL 32259

81 Name Geraldine Kiser	82 Street Address (P.O. Box Number is Not Acceptable) 284 Foxridge Road
83	
84 City Orange Park	85 Zip Code FL 32065

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE Geraldine Kiser DATE 4/27/99

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	CASE, FRANCES 320 SEAWOODS DR N ST AUGUSTINE FL 32084	1.1 TITLE PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME Cathy Jones	
STREET ADDRESS		1.3 STREET ADDRESS 3474 Thornhill Drive	
CITY-ST-ZIP		1.4 CITY-ST-ZIP Jacksonville, FL 32277	
TITLE VD	MOEGENBURG, CAROLINE 2165 MILLS RD. JACKSONVILLE FL	2.1 TITLE VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME Gwen Lloyd	
STREET ADDRESS		2.3 STREET ADDRESS 1705 3rd Avenue	
CITY-ST-ZIP		2.4 CITY-ST-ZIP Jacksonville Beach, FL 32250	
TITLE SD	WILKINSON, LOIS J 4893 TOCOBAGA LN JACKSONVILLE FL 32225	3.1 TITLE SD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME Geraldine Kiser	
STREET ADDRESS		3.3 STREET ADDRESS 284 Foxridge Road	
CITY-ST-ZIP		3.4 CITY-ST-ZIP Orange Park, FL 32065	
TITLE TD	COMPTON, BARBARA K 5858 BLACK FOREST DR JACKSONVILLE FL 32259	4.1 TITLE TD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME Mayrelou Stamps	
STREET ADDRESS		4.3 STREET ADDRESS 1496 Russell Road	
CITY-ST-ZIP		4.4 CITY-ST-ZIP Green Cove Springs, FL 32043	
TITLE SD	YERMAN, PEGGY 2944 LANTANA LAKES DR W JACKSONVILLE FL 32246	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 617, 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: Geraldine Kiser DATE 4/27/99 DAYTIME PHONE # 904-272-4060

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

0007093

CR2E037 (11/98)