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**Feb 22, 1999 8:00 am**  
**Secretary of State**

02-22-1999 90092 046 \*\*\*\*61.25

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.NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
		DOCUMENT # <b>N97000002660</b>

1. Corporation Name  
**HIDDEN POTENTIALS, INC.**

Principal Place of Business 353 BIRCH ST TITUSVILLE FL 32780	Mailing Address 353 BIRCH ST TITUSVILLE FL 32780
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>05/12/1997</b>
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>59-3384483</b>
22 City & State	27 City & State	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
23 Zip Country	28 Zip Country	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
24 Zip Country	29 Zip Country	30 <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>

9. Name and Address of Current Registered Agent

**CLINTON, KATHERINE E**  
**353 BIRCH ST**  
**TITUSVILLE FL 32780**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	<b>FL</b>
83	
84 City	

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	<b>P CLINTON, KATHERINE E</b>
STREET ADDRESS	<b>353 BIRCH ST</b>
CITY-ST-ZIP	<b>TITUSVILLE FL 32780</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>V PRICE, TYKA J</b>
STREET ADDRESS	<b>2185 RUDGE DRIVE</b>
CITY-ST-ZIP	<b>MIMS FL 32754</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>S HEADLEY, DAVID</b>
STREET ADDRESS	<b>4940 PINWOOD PLACE</b>
CITY-ST-ZIP	<b>COCOA FL 32922</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>SD HEADLEY, DAVID</b>
STREET ADDRESS	<b>49401 PINWOOD PLACE</b>
CITY-ST-ZIP	<b>COCOA FL 32922</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>TD GREEK, ROBYN R</b>
STREET ADDRESS	<b>13556 EMERALD VIEW DR</b>
CITY-ST-ZIP	<b>ORLANDO FL 32828</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>CD HOUSER, LYLE M</b>
STREET ADDRESS	<b>5825 S US 1</b>
CITY-ST-ZIP	<b>ROCKLEDGE FL 32955</b>

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>730 N. Carpenter Rd</b>
5.4 CITY-ST-ZIP	<b>Titusville, FL 32796</b>
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	<b>4080 Savannahs Trail</b>
6.4 CITY-ST-ZIP	<b>Merritt Island FL 32953</b>

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: *Katherine E. Clinton* SIGNATURE REQUIRED: *Katherine E. Clinton* 1-5-99 (407) 267-6318

CR2E037 (11/98)