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03-06-1999 90114 006 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P07695

1. Corporation Name
UTILITY RESOURCES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 2 KOGER CENTER SUITE 102 P.O. BOX 12016 NORFOLK VA 23541 US	Mailing Address 5426 ROBIN HOOD RD C/O T.H. GROSS NORFOLK VA 23513 US
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3. Date Incorporated or Qualified 10/09/1985	
4. FEI Number 54-1243235	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$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	

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip Country	Zip Country
24 25	29 30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

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

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MC KINNEY, GARY M.	
STREET ADDRESS	2208 BRUSHWOOD TERRACE	
CITY-ST-ZIP	VIRGINIA BEACH VA	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	HART, THERESA A.	
STREET ADDRESS	3658 WINDMILL DRIVE	
CITY-ST-ZIP	VIRGINIA BEACH VA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCLAUGHLIN, DENNIS	
STREET ADDRESS	109 B 87TH ST.	
CITY-ST-ZIP	VIRGINIA BEACH VA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GROSS, THOM H.	
STREET ADDRESS	816 DE LA FAYETTE COURT	
CITY-ST-ZIP	VIRGINIA BEACH VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CAUDILL, PAUL J	
STREET ADDRESS	PO BOX 649	
CITY-ST-ZIP	SPRINGFIELD NE	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	O'Loughlin, Daniel James	
1.3 STREET ADDRESS	1700 Hancock Avenue	
1.4 CITY-ST-ZIP	Norfolk, VA 23509	
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	DIRECTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Dennis McLaughlin	
3.3 STREET ADDRESS	1712 Herford Way	
3.4 CITY-ST-ZIP	Virginia Beach, VA 23454	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *Theresa A. Hart* Date: 1/25/99 Daytime Phone #: 757-858-7449

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UTILITY RESOURCES, INC.

OFFICERS/DIRECTORS

11/18/98

<u>NAME/SOCIAL SECURITY NO.</u>	<u>TITLE</u>	<u>HOME ADDRESS</u>	<u>TELEPHONE</u>
Gary Marshall McKinney 234-94-5390	President/Director	2208 Brushwood Terrace Virginia Beach, VA 23456	(757) 427-2130
Theresa Ann Hart 223-78-2891	Secretary/Treasurer	3658 Windmill Drive Virginia Beach, VA 23456	(757) 427-3591
Dennis McLaughlin 231-82-2855	Assistant Secretary/ Assistant Treasurer/ Director	1712 Herford Way Virginia Beach, VA 23454	(757) 481-2862
Thomas Hollen Gross 219-36-2764	Director	816 De La Fayette Court Virginia Beach, VA 23455	(757) 473-8844
Daniel James O'Loughlin 283-48-3012	Vice President, General Manager	1700 Hancock Avenue Norfolk, VA 23509	(757) 623-2492

UTILITY RESOURCES, INC.

BUSINESS ADDRESS

2 Koger Center, Suite 102
Post Office Box 12016
Norfolk, Virginia 23541
(757) 461-7706