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May 05, 1999 8:00 am
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 # **P94000000565**

1. Corporation Name
HER-WILL PRODUCTIONS & SPIRIT RECORDS, INC.

Principal Place of Business: 1705 NORTH 6TH AVENUE, PENSACOLA FL 32503
 Mailing Address: P.O. BOX 2253, PENSACOLA FL 32513

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/23/1993

21	2. Principal Place of Business	2a	Mailing Address	4.	FBI Number	Applied For
	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.		59-3219954	Not Applicable
22	City & State	27	City & State	5.	Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Zip	6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Country	8.	This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
HARRIS, JULIAN A JR
901 NORTH REUS STREET
PENSACOLA FL 32501

10. Name and Address of New Registered Agent
 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 _____ DATE _____
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	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HERRING, JOSEPH L	1.2 NAME	HERRING, CARRIE
STREET ADDRESS	1705 N 6TH AVE.	1.3 STREET ADDRESS	1705 N 6TH AVE
CITY-ST-ZIP	PENSACOLA FL 32503	1.4 CITY-ST-ZIP	PENSACOLA FL
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRAPHENREED, LATANYA H	2.2 NAME	
STREET ADDRESS	1710 ELMHURST ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERRING, JEROME	3.2 NAME	
STREET ADDRESS	1705 N. 6TH AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL 32503	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERRING, JULIUS	4.2 NAME	
STREET ADDRESS	592 GREEN SPRING PL	4.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 32409	4.4 CITY-ST-ZIP	
TITLE	AO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UNDERWOOD, RHONALD	5.2 NAME	
STREET ADDRESS	1705 NORTH 6TH AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL	5.4 CITY-ST-ZIP	
TITLE	AM <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLOND, ERNEST	6.2 NAME	
STREET ADDRESS	1016 NORTH ALCANIZ SCOTT	6.3 STREET ADDRESS	
CITY-ST-ZIP	PENSACOLA FL	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: Joseph Herring DATE: 4/26/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone # 850-475-1924

CR2E034 (1/98)