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Feb 26 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000001080 (8)

1. Corporation Name
AGELESS PLACEMENTS, INC.



Principal Place of Business
1135 SO. PASADENA AVENUE
ST. PETERSBURG FL 33707
US

Mailing Address
P.O. BOX 48513
ST. PETERSBURG FL 33743-8513

3. Date Incorporated or Qualified 12/28/1993
3a. Date of Last Report 03/01/1996

2. Principal Place of Business
21 8130 66th St. NO

2a. Mailing Address

4. FEI Number 59-3229682
Applied For Not Applicable

Suite, Apt. #, etc.
22 #4

Suite, Apt. #, etc.
27

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

City & State
23 Pinellas Park

City & State
28

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

Zip Country
24 33781 25 USA

Zip Country
29 30

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

KAY, PAULA
6927 PLACE DE LA PAIX
SOUTH PASADENA FL 33703

81 Name Paula Kay
82 Street Address (P.O. Bpx Number is Not Acceptable) 1139 42nd Avenue North
83
84 City St. Petersburg FL 85 Zip Code 33703

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

Table with 12 columns: TITLE, NAME, STREET ADDRESS, CITY - ST - ZIP. Includes entry for KAY, PAULA at 6927 PLACE DE LA PAIX, SOUTH PASADENA FL 33703.

Table with 13 columns: 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, 3.2 NAME, 3.3 STREET ADDRESS, 3.4 CITY - ST - ZIP, 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 do 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.

SIGNATURE: Paula Kay DATE: NE PAULA D. KAY 2-17-97 813-547-4049

CR2E034 (9/96)