

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 07 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P95000080995 (0)**  
 1. Corporation Name  
**SPS HOLDINGS, INC.**



Principal Place of Business <b>1610 INDEPENDENT SQUARE                  STE. 2000                  JACKSONVILLE FL 32202                  US</b>	Mailing Address <b>1610 INDEPENDENT SQUARE                  STE. 2000                  JACKSONVILLE FL 32202                  US</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>10/23/1995</b>		4. FEI Number <b>65-0614803</b>		Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business <b>21 2121 Cornell Street</b> Suite, Apt #, etc.	2a. Mailing Address <b>26 2121 Cornell Street</b> Suite, Apt #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
23 City & State <b>Sarasota FL</b>	28 City & State <b>Sarasota FL</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
24 Zip <b>34237</b>	25 Country <b>USA</b>	29 Zip <b>34237</b>	30 Country <b>USA</b>	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

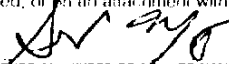
9. Name and Address of Current Registered Agent <b>MAN, JAMES L                  KIRSCHNER, MAIL, GRAHAM, TANNER &amp; DEMONT                  1610 INDEPENDENT SQUARE, STE. 2000                  JACKSONVILLE FL 32202</b>		81 Name	10. Name and Address of New Registered Agent	
		82 Street Address (P.O. Box Number is Not Acceptable)		
		83		
		84 City	<b>FL</b>	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 \_\_\_\_\_ Signature type: For printed name of registered agent and fee if applicable. (8) (11) Registered Agent signature required when reinstating. DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	<b>VP</b>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>S</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>ASHBY, PAMELA</b>		1.2 NAME	<b>Steven F. Motycka</b>	
STREET ADDRESS	<b>2121 CORNELL STREET</b>		1.3 STREET ADDRESS	<b>2121 Cornell Street</b>	
CITY-ST-ZIP	<b>SARASOTA FL 34237</b>		1.4 CITY-ST-ZIP	<b>Sarasota, FL 34237</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCCRAE, WALKER</b>		2.2 NAME		
STREET ADDRESS	<b>1725 MEMORIAL PARK DRIVE</b>		2.3 STREET ADDRESS		
CITY-ST-ZIP	<b>JACKSONVILLE FL</b>		2.4 CITY-ST-ZIP		
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MACDONNELL, RUSSELL R</b>		3.2 NAME		
STREET ADDRESS	<b>2121 CORNELL STREET</b>		3.3 STREET ADDRESS		
CITY-ST-ZIP	<b>SARASOTA FL 34237</b>		3.4 CITY-ST-ZIP		
TITLE	<b>CD</b>	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PURCELL, KENNEH E</b>		4.2 NAME		
STREET ADDRESS	<b>1610 INDEPENDENT SQUARE</b>		4.3 STREET ADDRESS		
CITY-ST-ZIP	<b>JACKSONVILLE FL</b>		4.4 CITY-ST-ZIP		
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>STEIN, ROBERT L</b>		5.2 NAME		
STREET ADDRESS	<b>1610 INDEPENDENT SQUARE</b>		5.3 STREET ADDRESS		
CITY-ST-ZIP	<b>JACKSONVILLE FL</b>		5.4 CITY-ST-ZIP		
TITLE	<b>D</b>	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KUNHN, JOHN</b>		6.2 NAME		
STREET ADDRESS	<b>14 SOUTH MAIN ST.</b>		6.3 STREET ADDRESS		
CITY-ST-ZIP	<b>GREENVILLE SC</b>		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 as an attachment with an address.

SIGNATURE:  **4-23-98**

CR2E034 (10/97)