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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90229 046 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000001729

1. Corporation Name
PHOENIX ART GROUP, INC.

Principal Place of Business Mailing Address
 12445 62ND STREET N #303 12445 62ND STREET N #303
 LARGO FL 33773 LARGO FL 33773

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/02/1996

4. FEI Number **59-3355846** Applied For
 Not Applicable

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

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

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent

AUSBORN, ROBERT
 12445 62ND STREET N #303
 LARGO FL 34643

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

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME **PSTD**
 STREET ADDRESS **AUSBORN, ROBERT**
 CITY-ST-ZIP **12445 62ND STREET N #303**
LARGO FL 33773

TITLE DELETE

TITLE DELETE

TITLE DELETE

TITLE DELETE

TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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: _____ **SIGNATURE REQUIRED**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)