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Mar 16, 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 # P96000037349

1. Corporation Name
THE TERRA GROUP, INC.



Principal Place of Business	Mailing Address
100 SOUTHPARK BLVD. SUITE 311 ST. AUGUSTINE FL 32086	100 SOUTHPARK BLVD. SUITE 311 ST. AUGUSTINE FL 32086

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/30/1996	
4. FEI Number 54-1588204	Applied For 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
21 308 Island Green Dr. Suite, Apt. #, etc.	26 308 Island Green Dr. Suite, Apt. #, etc.
22 Suite D City & State	27 Suite D City & State
23 St. Augustine, FL Zip Country	28 St Augustine, FL Zip Country
24 32092 25 USA	29 32092 30 USA

9. Name and Address of Current Registered Agent

MATHIS, JOEL D
629 INTRACOASTAL CIRCLE
ST. AUGUSTINE FL 22095

10. Name and Address of New Registered Agent

81 Name Joel D. Mathis	
82 Street Address (P.O. Box Number is Not Acceptable) 308 Island Green Dr	
83 Suite D	
84 City St. Augustine	85 Zip Code FL 32092

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	PD	<input type="checkbox"/> DELETE
NAME	MATHIS, JOEL D	
STREET ADDRESS	100 SOUTHPARK BLVD., SUITE 311	
CITY-ST-ZIP	ST. AUGUSTINE FL 32086	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	HARRIS, RICHARD S	
STREET ADDRESS	100 SOUTHPARK BLVD., SUITE 311	
CITY-ST-ZIP	ST. AUGUSTINE FL 32086	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MATHIS, RAYMOND A	
STREET ADDRESS	100 SOUTHPARK BLVD., SUITE 311	
CITY-ST-ZIP	ST. AUGUSTINE FL 32086	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Mathis, Joel D.	
1.3 STREET ADDRESS	308 Island Green Dr. Suite D	
1.4 CITY-ST-ZIP	St. Augustine, FL 32092	
2.1 TITLE	VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Harris, Richard S.	
2.3 STREET ADDRESS	308 Island Green Dr., Suite D	
2.4 CITY-ST-ZIP	St. Augustine, FL 32092	
3.1 TITLE	SD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Mathis, Raymond A.	
3.3 STREET ADDRESS	308 Island Green Dr., Suite D	
3.4 CITY-ST-ZIP	St. Augustine, FL 32092	
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: **Joel D. Mathis** *[Signature]* **3-11-99** **804940-1040**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)