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03-09-1999 90077 037 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P96000037394

1. Corporation Name
COMP & BENEFIT ADVISORS, INC.



Principal Place of Business
 9116 CYPRESS GREEN DRIVE
 SUITE 109
 JACKSONVILLE FL 32256

Mailing Address
 PO BOX 19036
 JACKSONVILLE FL 32245

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 9140 Golfside Drive Suite, Apt. #, etc. 22 Suite # 10 City & State 23 Jacksonville, FL Zip 24 32256	26 P.O. Box 551588 Suite, Apt. #, etc. 27 City & State 28 Jacksonville, FL Zip 29 32255-1588 30 USA

3. Date Incorporated or Qualified	Applied For
05/01/1996	<input type="checkbox"/> Not Applicable
4. FEI Number	
59-3376805	
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation owes the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
 TOLBERT, THOMAS W
 9116 CYPRESS GREEN DRIVE
 SUITE 109
 JACKSONVILLE FL 32256

10. Name and Address of New Registered Agent

81 Name	Tolbert Thomas W.
82 Street Address (P.O. Box Number is Not Acceptable)	9140 Golfside Drive
83	Suite #10
84 City	Jacksonville
85 State	FL
86 Zip Code	32256

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 Thomas W. Tolbert Thomas W. Tolbert, President DATE 2/15/99
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	TOLBERT, THOMAS W	
STREET ADDRESS	9116 CYPRESS GREEN DRIVE, SUITE 109	
CITY-ST-ZIP	JACKSONVILLE FL 32256	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Tolbert Thomas W.	
1.3 STREET ADDRESS	9140 Golfside Drive	
1.4 CITY-ST-ZIP	Jacksonville FL 32256	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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: Thomas W. Tolbert Thomas W. Tolbert, President DATE 2/15/99 (904) 636-5500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Telephone #

CR2E034 (11/98)