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Secretary of State

03-04-1999 90111 023 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000106589

1. Corporation Name
WALTON STUDIO SOUTH, INC.



Principal Place of Business: 4771 COUNTRY MEADOWS BLVD SARASOTA FL 34240
 Mailing Address: 4771 COUNTRY MEADOWS BLVD SARASOTA FL 34240

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-23) and 2a. Mailing Address (26-30) fields.

3. Date Incorporated or Qualified: 12/21/1998
 4. FEI Number: 65-0881782
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent: HOLLER, PAMELA, 1713 NORTHGATE BLVD, SARASOTA FL 34234

10. Name and Address of New Registered Agent (81-85) fields.

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: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P WALTON, CHARLES M	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4771 COUNTRY MEADOWS BLVD	1.2 NAME	
STREET ADDRESS	SARASOTA FL 34240	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VT WALTON, KIMBERLY A	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4771 COUNTRY MEADOWS BLVD	2.2 NAME	
STREET ADDRESS	SARASOTA FL 34240	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S HOLLER, PAMELA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1713 NORTHGATE BLVD.	3.2 NAME	
STREET ADDRESS	SARASOTA FL 34234	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: Kimberly A. Walton Kimberly A. Walton 2/21/99 (941)753-8941
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)