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Secretary of State

03-09-1999 90129 043 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **S42634**

1. Corporation Name
EARTHSOURCE, INC.



Principal Place of Business 13500 STATE ROAD 31 PUNTA GORDA FL 33955 US	Mailing Address P.O. BOX 8348 PITTSBURGH PA 15218 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 04/03/1991	4. FEI Number 65-0255259	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent HACKETT, JACK O. II 115 W OLYMPIA AVE PUNTA GORDA FL 33950		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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICELY, JIM	1.2 NAME	
STREET ADDRESS	8000 SR 31	1.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEVANE, HOWARD	2.2 NAME	
STREET ADDRESS	8000 SR 31	2.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RANALLO, LINDA L	3.2 NAME	
STREET ADDRESS	8000 SR 31	3.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL	3.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STILLITANO, CARL P	4.2 NAME	
STREET ADDRESS	8000 STATE ROAD 31	4.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CUDA, RICHARD S	5.2 NAME	
STREET ADDRESS	8000 SR 31	5.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL 33982	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HACKETT II, JACK O	6.2 NAME	
STREET ADDRESS	115 W OLYMPIA AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	PUNTA GORDA FL	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: Carl P. Stillitano **Carl P. Stillitano, Treasurer** 2/26/99 412/351-3515
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)