

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 22 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P97000075376 (8)**

1. Corporation Name
OUT A MIND, INC.

Principal Place of Business
**1000 BRICKELL AVE. STE 300
MIAMI FL 33131**

Mailing Address
**1000 BRICKELL AVE. STE 300
MIAMI FL 33131**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/29/1997	
21	Suite, Apt. #, etc.	25	Suite, Apt. #, etc.	4. FEI Number 65-0782709	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
DAVIS, BILL G 1000 BRICKELL AVE, STE 300 MIAMI FL 33131				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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 (NOH: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Director <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Ida Akers Morris	1.2 NAME	
STREET ADDRESS	1000 Brickell Avenue, Suite 300	1.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Florida 33131	1.4 CITY-ST-ZIP	
TITLE	Director, President <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	W. Allen Morris	2.2 NAME	
STREET ADDRESS	1000 Brickell Avenue, Suite 1200	2.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Florida 33131	2.4 CITY-ST-ZIP	
TITLE	Director, Vice President <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	James F. Bell, Jr.	3.2 NAME	
STREET ADDRESS	1000 Brickell Avenue, Suite 1200	3.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Florida 33131	3.4 CITY-ST-ZIP	
TITLE	Director, Vice President <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Gary L. Rupp	4.2 NAME	
STREET ADDRESS	1000 Brickell Avenue, Suite 1200	4.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Florida 33131	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	Secretary, Treasurer <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Bill G. Davis	6.2 NAME	
STREET ADDRESS	1000 Brickell Avenue, Suite 300	6.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Florida 33131	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.

SIGNATURE: *Bill G. Davis*

CR2E034 (10/97)