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Mar 12 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 # **253838** (7)
1. Corporation Name
SPACE GROVES, INC.



Principal Place of Business 120 SOUTH DILLARD STREET P.O. BOX 770218 WINTER GARDEN FL 34777 US	Mailing Address 120 SOUTH DILLARD STREET P.O. BOX 770218 WINTER GARDEN FL 34777 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/08/1961	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-0997114		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 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	25	29		30	
9. Name and Address of Current Registered Agent DUPPENTHALER, D E 120 SOUTH DILLARD STREET WINTER GARDEN FL 34787				10. Name and Address of New Registered Agent	

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD	1.1 TITLE	VD
NAME	PURDY, DOUGLAS C	1.2 NAME	Roper, Bert E.
STREET ADDRESS	120 S DILLARD STREET	1.3 STREET ADDRESS	120 S Dillard St
CITY-ST-ZIP	WINTER GARDEN FL 34787	1.4 CITY-ST-ZIP	Winter Garden FL 34787
TITLE	PD	2.1 TITLE	
NAME	GORDON, THOMAS	2.2 NAME	
STREET ADDRESS	120 S DILLARD STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER GRDNS, FL 00000 34787	2.4 CITY-ST-ZIP	
TITLE	STD	3.1 TITLE	
NAME	DUPPENTHALER, DE	3.2 NAME	
STREET ADDRESS	120 S DILLARD ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER GRDNS, FL 00000 34787	3.4 CITY-ST-ZIP	
TITLE	PST	4.1 TITLE	
NAME	DUPPENTHALER D E	4.2 NAME	
STREET ADDRESS	120 S DILLARD STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER GRDNS, FL 00000 34787	4.4 CITY-ST-ZIP	
TITLE	AST	5.1 TITLE	
NAME	JACOBS, JOHN JR.	5.2 NAME	
STREET ADDRESS	120 S DILLARD STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER GRDNS, FL 00000 34787	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	BANDINI, ALFRED	6.2 NAME	
STREET ADDRESS	120 S DILLARD ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER GARDEN FL 34787	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: *[Signature]* Feb. 18, 1998 407-656-3233

CR2E034 (10/97)