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Jan 23 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 334232 (6)

1. Corporation Name:  
DOWNING'S FORGE, INC.

Principal Place of Business  
1167 - 34 STREET SOUTH  
ST PETERSBURG FL 33711-9283

Mailing Address  
1167 - 34 STREET SOUTH  
ST PETERSBURG FL 33711-2227



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LAMPING, E G  
1167 34 ST SO  
ST PETERSBURG FL 33711

81 Name

Candice Stutler

82 Street Address (P.O. Box Number is Not Acceptable)

8156 - 128 ST

83

84 City

Seminole

FL

85 Zip Code

34646

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

Candice Stutler - president

1-10-96

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	LAMPING, E G	
STREET ADDRESS	P.O. BOX 80249 N/A	
CITY - ST - ZIP	ST PETE FL 33784	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	STUTLER, CANDICE D.	
STREET ADDRESS	8156 128TH ST N	
CITY - ST - ZIP	SEMINOLE FL	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	STUTLER, KENT	
STREET ADDRESS	8156-128 ST NORTH	
CITY - ST - ZIP	SEMINOLE FL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	LAMB, PATRICIA	
STREET ADDRESS	P.O. BOX 80249 N/A	
CITY - ST - ZIP	ST PETE FL 33784	
TITLE		<input checked="" type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input checked="" type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Candice Stutler	
1.3 STREET ADDRESS	8156 128 ST	
1.4 CITY - ST - ZIP	Seminole FL 34646	
2.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Kent Stutler	
2.3 STREET ADDRESS	8156 128 ST	
2.4 CITY - ST - ZIP	Seminole FL 34646	
3.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Candice Stutler	
3.3 STREET ADDRESS	8156 128 ST	
3.4 CITY - ST - ZIP	Seminole FL 34646	
4.1 TITLE	T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Candice Stutler	
4.3 STREET ADDRESS	8156 128 ST	
4.4 CITY - ST - ZIP	Seminole FL 34646	
5.1 TITLE	VP/ops.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	A. Dean Muse	
5.3 STREET ADDRESS	157 37th Ave N	
5.4 CITY - ST - ZIP	St Petersburg FL 33703	
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 do 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:

Candice Stutler

1-10-96

813-327-9028

CR2E034 (9/96)