

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

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Jan 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

DOCUMENT # 334232 (6)
1. Corporation Name
DOWNING'S FORGE, INC.



Principal Place of Business Mailing Address
1167 - 34 STREET SOUTH 1167 - 34 STREET SOUTH
ST PETERSBURG FL 33711-9293 ST PETERSBURG FL 33711-9293

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		08/26/1968	
Sulte, Apt. #, etc.		Sulte, Apt. #, etc.		4. FEI Number	
22		27		59-1218545	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Zip		5. Certificate of Status Desired	
24		29		8.75 Additional Fee Required	
Country		Country		8. Election Campaign Financing	
25		30		Trust Fund Contribution	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				Yes No	

9. Name and Address of Current Registered Agent

STUTLER, CANDICE
8156-128 ST
SEMINOLE FL 34646

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDST	1.1 TITLE	P D T
NAME	STUTLER, CANDICE	1.2 NAME	STUTLER, Candice
STREET ADDRESS	8156 128 ST	1.3 STREET ADDRESS	8156 - 128th Street
CITY-ST-ZIP	SEMINOLE FL	1.4 CITY-ST-ZIP	Seminole, FL 33711
TITLE	VP	2.1 TITLE	
NAME	STUTLER, KENT	2.2 NAME	
STREET ADDRESS	8156 128TH ST N	2.3 STREET ADDRESS	
CITY-ST-ZIP	SEMINOLE FL	2.4 CITY-ST-ZIP	
TITLE	VPO	3.1 TITLE	
NAME	MUSE, A DEAN	3.2 NAME	
STREET ADDRESS	757 37TH AVE N	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	Secretary
NAME		4.2 NAME	Karen Lamping Robinson
STREET ADDRESS		4.3 STREET ADDRESS	545 Shagbark Ln
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Windsor, Calif 95492
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE: Candice Stutler

1/21/98

334232

CR2E034 (10/97)