

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

FILED
Mar 25 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 # **428374** (3)
1. Corporation Name
FIFTH GEAR INC.

Principal Place of Business
**5000 SAWGRASS VILLAGE CIR
PONTE VEDRA BCH FL 32082
US**

Mailing Address
**5000 SAWGRASS VILLAGE CIR
PONTE VEDRA BCH FL 32082
US**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/12/1973	
21		26		4. FEI Number 59-1483603	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For <input type="checkbox"/> Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		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	
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent

**SKINNER, HAL
50 N LAURA ST
BARNETT CITNER STE 3300
JACKSONVILLE FL 32201**

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HORNE, DONIS P	
STREET ADDRESS	5000 SAWGRASS VILLAGE CIR	
CITY-ST-ZIP	PONTE VEDRA BCH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	HORNE ELLIOTT S	
STREET ADDRESS	5000 SAWGRASS VILLAGE CIR	
CITY-ST-ZIP	PONTE VEDRA BCH FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BROWNFIELD, THOMAS R	
STREET ADDRESS	5000 SAWGRASS VILLAGE CIR	
CITY-ST-ZIP	PONTE VEDRA BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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 in an attachment with an address.

SIGNATURE

[Signature]

T.P. BROWNFIELD

3/23/98

(904) 285-3400

CR2E034 (10/97)