SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

0125876

PROFIT CORPORATION ANNUAL REPORT
1998

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

FILED
98 MAY -4 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 532539 (4)

1. Corporation Name
SOUTHLAND PROPERTIES, INC.

Principal Place of Business
53 BOND ST
P.O.BOX 5458
CANADA AI AIE2X
US

Mailing Address
53 BOND ST
P.O.BOX 5458
CANADA AI AIE2X
US

REINSTATEMENT 98-99
DO NOT WRITE IN ~~THIS SPACE~~

3. Date Incorporated or Qualified
04/28/1977

4. FEI Number
59-1896539
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 [ ] Yes [ ] No

2. Principal Place of Business
21 Suite, Apt #, etc
22 City & State
23 Zip 24 Country 25

2a. Mailing Address
26 100 2nd Ave So
Suite, Apt #, etc
27 Suite 600
City & State
28 St Petersburg, FL
Zip 29 33701 Country 30 Pinellas

9. Name and Address of Current Registered Agent
RICHARD D. FONTANESI
7217 GULF BLVD SUITE #6
ST. PETERSBURG BEACH FL 33706

10. Name and Address of New Registered Agent
81 Name Paula ~~Popovich~~ Popovich
82 Street Address (P.O. Box Number is Not Acceptable)
c/o Gregory, Sharer & Stuart
83 100 Second Avenue South, Suite 600
84 City St. Petersburg FL 85 Zip Code 33701

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 Paula Popovich 2/3/99
Signature (typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when changing) DATE

12. OFFICERS AND DIRECTORS

TITLE	ST	[ ] DELETE
NAME	PARDY, BRUCE	
STREET ADDRESS	10 WATERFRONT AVE	
CITY-ST-ZIP	ST JOHNS, NEWFOUNDL00000	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Cynthia L. Pardy/D	[ ] Change [✓] Addition
1.2 NAME	10 Waterford Avenue	
1.3 STREET ADDRESS	St. John's, Newfoundland	
1.4 CITY-ST-ZIP	A1C 1E3	
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

000000288327 11-97
-05/24/99--01005--003
****900.00 ****900.00

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: B. Pardy B. PARDY — PRESIDENT July 30/98 709-726-7141
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/98)