

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
Sep 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 547443 (2)  
1. Corporation Name  
PHONIES, INC.

Principal Place of Business  
4275 34 ST SOUTH  
P O BOX 330  
ST PETERSBURG FL 33711

Mailing Address  
4275 34 ST SOUTH  
P O BOX 330  
ST PETERSBURG FL 33711

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1000 Friendly Ways Suite, Apt. #, etc.	2a. Mailing Address 26 1000 Friendly Ways Suite, Apt. #, etc.	3. Date Incorporated or Qualified 09/15/1977	3a. Date of Last Report 07/30/1996
22 St. Petersburg, FL	27 St. Petersburg, FL	4. FEI Number 59-1773874	Applied For Not Applicable
23 33705	25 Pinellas	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24 33705	29 Pinellas	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	

9. Name and Address of Current Registered Agent

SEGAL, MARTIN E., P.A.  
1 BISCAYNE TOWER, STE 2500  
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	PO	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURKLEY, LLOYD	1.2 NAME	
STREET ADDRESS	4275 34 ST SOUTH	1.3 STREET ADDRESS	1000 Friendly Ways
CITY-ST-ZIP	ST PETERSBURG FL	1.4 CITY-ST-ZIP	St. Petersburg FL 33705
TITLE	VO	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEGAL, MARTIN	2.2 NAME	
STREET ADDRESS	2899 COLLINS AVE, PH-K	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL	2.4 CITY-ST-ZIP	
TITLE	VO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUMPHREYS, ANDERSON	3.2 NAME	
STREET ADDRESS	4724 BARFIELD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	3.4 CITY-ST-ZIP	
TITLE	ST	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURKLEY, JUDY	4.2 NAME	
STREET ADDRESS	4275 34 ST	4.3 STREET ADDRESS	1000 Friendly Ways
CITY-ST-ZIP	ST PETERSBURG FL	4.4 CITY-ST-ZIP	St. Petersburg FL 33705
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

CR2E034 (4/97)