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Apr 08 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 # 547587 (6)
1. Corporation Name
CARNAHAN, PROCTOR AND ASSOCIATES, INC.

Principal Place of Business Mailing Address
6191 W ATLANTIC BLVD 6191 W ATLANTIC BLVD
PO BOX 4399 PO BOX 4399
MARGATE FL 33063 MARGATE FL 33063



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/26/1977	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-1768002		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
24 Country	25 Country	29 Zip		30 Country	
9. Name and Address of Current Registered Agent CARNAHAN, DANIEL 6191 W ATLANTIC LBLVD MARGATE FL 33063				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD CARNAHAN, DANIEL	1.1 TITLE	
NAME	6191 W ATLANTIC LBLVD	1.2 NAME	
STREET ADDRESS	MARGATE FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	ST	2.1 TITLE	
NAME	HIGGINS, CAROLE SUE	2.2 NAME	
STREET ADDRESS	6191 W ATLANTIC LBLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	MARGATE FL	2.4 CITY-ST-ZIP	
TITLE	VM	3.1 TITLE	
NAME	PROCTOR, GREGORY M.	3.2 NAME	
STREET ADDRESS	6191 W ATLANTIC BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MARGATE FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
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: Daniel L. Carnahan, President

4/01/98

(954) 972-3959

CR2E034 (10/97)