

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).

FILED
 Jul 28 1998 8:00am
 Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 548532 (1)
 1. Corporation Name
E & M, INC.



Principal Place of Business 5 S. MAIN ST. P.O. BOX 2285 HIGH SPRINGS FL 32643-2285	Mailing Address 5 S. MAIN ST. P.O. BOX 2285 HIGH SPRINGS FL 32643-2285
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 Zip 25 Country	29 Zip 30 Country

3. Date Incorporated or Qualified 10/05/1977	
4. FEI Number 59-1786250	Applied For <input type="checkbox"/> Not Applicable
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
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
BENNETT, GARY I.
5 SOUTH MAIN STREET
HIGH SPRINGS FL 32643

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number Is Not Acceptable)	
83	
84 City	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 signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENNETT, GARY I.	1.2 NAME	
STREET ADDRESS	5 SOUTH MAIN	1.3 STREET ADDRESS	
CITY-ST-ZIP	HIGH SPRINGS FL	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENNETT, MARILYN	2.2 NAME	
STREET ADDRESS	5 SOUTH MAIN	2.3 STREET ADDRESS	
CITY-ST-ZIP	HIGH SPRINGS FL	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
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	

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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: Marilyn W. Bennett 7/22/98 904-454-1717

CR2E034 (5/98)

Bennett's Western Auto



5 S Main Street
High Springs, FL 32643
USA

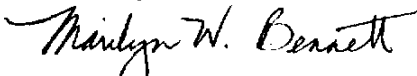
Phone 904-454-1717
Fax 904-454-3079

To Whom It May Concern:

To my knowledge our corporation did not receive the first notice of filing for the annual report. Our bookkeeper was out of the store from January to June due to a broken leg and surgery. When she came back we received this second notice. I spoke with someone today and they suggested that I send \$150 along with the report and this letter requesting you to accept the \$150 since we did not receive the first notice.

Enclosed you will find the report and a check. If you have any questions please do not hesitate to contact me.

Sincerely,


Marilyn W. Bennett
Secretary