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**Jan 31 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 583388 (4)
1. Corporation Name
UNITED PREMIUM SERVICES, INC.



Principal Place of Business: 2376 FRUITVILLE RD, SARASOTA FL 34237
Mailing Address: 2376 FRUITVILLE RD, SARASOTA FL 34237-6114

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/25/1978	3a. Date of Last Report 01/25/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-1844145	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	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

8. Name and Address of Current Registered Agent STULTS, E. M. III 2376 FRUITVILLE RD. SARASOTA, FL MH 34237	10. Name and Address of New Registered Agent 81 Name: Cynthia G. Stults 82 Street Address (P.O. Box Number is Not Acceptable): 2376 Fruitville Road 83 84 City: Sarasota FL 85 Zip Code: 34237
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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: Cynthia G. Stults, President (Cynthia G. Stults) 1/25/97
Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: C	DELETED	1.1 TITLE	Change Addition
NAME: STULTS, E. M. III		1.2 NAME	
STREET ADDRESS: 2376 FRUITVILLE RD.		1.3 STREET ADDRESS	
CITY-ST-ZIP: SARASOTA FL		1.4 CITY-ST-ZIP	
TITLE: PD	DELETED	2.1 TITLE	Change Addition
NAME: STULTS, CYNTHIA G.		2.2 NAME	
STREET ADDRESS: 2376 FRUITVILLE RD.		2.3 STREET ADDRESS	
CITY-ST-ZIP: SARASOTA FL		2.4 CITY-ST-ZIP	
TITLE:	DELETED	3.1 TITLE	Change Addition
NAME:		3.2 NAME	
STREET ADDRESS:		3.3 STREET ADDRESS	
CITY-ST-ZIP:		3.4 CITY-ST-ZIP	
TITLE:	DELETED	4.1 TITLE	Change Addition
NAME:		4.2 NAME	
STREET ADDRESS:		4.3 STREET ADDRESS	
CITY-ST-ZIP:		4.4 CITY-ST-ZIP	
TITLE:	DELETED	5.1 TITLE	Change Addition
NAME:		5.2 NAME	
STREET ADDRESS:		5.3 STREET ADDRESS	
CITY-ST-ZIP:		5.4 CITY-ST-ZIP	
TITLE:	DELETED	6.1 TITLE	Change 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.

SIGNATURE: Cynthia G. Stults 1/18/97 941-365-6516
Date Daytime Phone #

CR2E034 (9/96)