

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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Apr 30, 1999 8:00 am
Secretary of State

04-30-1999 90128 050 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 665213

1. Corporation Name
DESTINATIONS EVERYWHERE, INC.



Principal Place of Business 100 2ND AVE. NO. #130 PO BOX 10220 ST PETERSBURG FL 33733-7220	Mailing Address 100 2ND AVE. NO. #130 PO BOX 10220 ST PETERSBURG FL 33733-7220
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 100 2nd Ave. N. Suite, Apt. #, etc. 22 Suite 130 City & State 23 St. Petersburg, FL Zip 24 33701	2a. Mailing Address 26 100 2nd Ave. N. Suite, Apt. #, etc. 27 Suite 130 City & State 28 St. Petersburg, FL Zip 29 33701	3. Date Incorporated or Qualified 04/01/1980	4. FEI Number 59-1983166
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5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	Applied For Not Applicable
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

ALLISON, THOMAS E., ESQ.
 1401 61ST ST. SOUTH
 ST.PETERSBURG FL 33707

10. Name and Address of New Registered Agent

81 Name **Tolton, William J., Esq.**
 82 Street Address (P.O. Box Number is Not Acceptable)
100 Second Ave. N., Suite 130
 83
 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 William J. Tolton, President DATE 4/27/99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DV	<input checked="" type="checkbox"/> DELETE	NAME	ALLISON, THOMAS E	STREET ADDRESS	100 2ND AVE. NO. #130	CITY-ST-ZIP	ST PETERSBURG, FL 00000
TITLE	DP	<input checked="" type="checkbox"/> DELETE	NAME	ALLISON, CYNTHIA B	STREET ADDRESS	100 2ND AVE. NO. #130	CITY-ST-ZIP	ST PETERSBURG, FL 00000
TITLE	STD	<input checked="" type="checkbox"/> DELETE	NAME	FARRELL, DEBORAH P	STREET ADDRESS	100 2ND AVE. NO. #130	CITY-ST-ZIP	ST PETERSBURG, FL 00000
TITLE	DV	<input checked="" type="checkbox"/> DELETE	NAME	FARRELL, GEORGE P	STREET ADDRESS	100 2ND AVE. NO. #130	CITY-ST-ZIP	ST PETERSBURG, FL 00000
TITLE		<input type="checkbox"/> DELETE	NAME		STREET ADDRESS		CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	NAME		STREET ADDRESS		CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	1.2 NAME	Tolton, Wm. Jere	1.3 STREET ADDRESS	100 2nd Ave. N., #130	1.4 CITY-ST-ZIP	St. Petersburg, FL 33701
2.1 TITLE	V/T/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	2.2 NAME	Williams, Jory D.	2.3 STREET ADDRESS	100 2nd Ave. N., #130	2.4 CITY-ST-ZIP	St. Petersburg, FL 33701
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	3.2 NAME		3.3 STREET ADDRESS		3.4 CITY-ST-ZIP	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	4.2 NAME		4.3 STREET ADDRESS		4.4 CITY-ST-ZIP	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	5.2 NAME		5.3 STREET ADDRESS		5.4 CITY-ST-ZIP	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	6.2 NAME		6.3 STREET ADDRESS		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, with all other like empowered.

SIGNATURE: Wm. J. Tolton **REQUIRED** DATE: 4/27/99 DAYTIME PHONE #: (727) 823-0097

CR2E034 (11/98)