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FILED
Feb 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **688013** (2)
1. Corporation Name
FLORIDA EXPRESS CARRIER INC.

Principal Place of Business C/O C F ZELLERS, JR P O BOX 1043 ST. AUGUSTINE FL 32085	Mailing Address C/O C F ZELLERS, JR P O BOX 1048 ST. AUGUSTINE FL 32085
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/17/1980	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2112497	
22	City & State	27	City & State	5. Certificate of Status Desired <input 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
g. Name and Address of Current Registered Agent PAINE, LAWRENCE 1650 PRUDENTIAL DR., #400 JACKSONVILLE FL 32207				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	CD	1.1 TITLE	VP
NAME	THORNTON, W L	1.2 NAME	TOWNSEND, R F
STREET ADDRESS	ONE MALAGA STREET	1.3 STREET ADDRESS	ONE MALAGA ST
CITY-ST-ZIP	ST AUGUSTINE FL	1.4 CITY-ST-ZIP	ST AUGUSTINE FL 32084
TITLE	PD	2.1 TITLE	
NAME	ZELLERS JR, C F	2.2 NAME	
STREET ADDRESS	ONE MALAGA STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST AUGUSTINE FL	2.4 CITY-ST-ZIP	
TITLE	VPS	3.1 TITLE	
NAME	SMITH, T N	3.2 NAME	
STREET ADDRESS	ONE MALAA STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. AUGUSTINE 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:

TEODIN SMITH

1/27/98

904 826-2235

CR2E034 (10/97)