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Apr 01 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 # **688383** (9)
1. Corporation Name
B.G. GROCERY COMPANY

Principal Place of Business
**C/O TOM L. MCCLINTHAN
417 PARK AVENUE
BOCA GRANDE FL 33921**

Mailing Address
**C/O TOM L. MCCLINTHAN
BOX 837
BOCA GRANDE FL 33921
US**



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 09/09/1980	
4. FEI Number 59-2028028	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

**MCCLINTAN, THOMAS L.
417 PARK AVENUE
BOCA GRANDE FL 33921**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	DT	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MC CLINTHAN, GAIL E.	1.2 NAME	
STREET ADDRESS	2285 BUCKSKIN DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD FL	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MC CLINTHAN, THOMAS L.	2.2 NAME	
STREET ADDRESS	2285 BUCKSKIN DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ENGLEWOOD, FL. 0	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENDRICKS, PHYLLIS	3.2 NAME	
STREET ADDRESS	3296 HOLCOMB RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	PT CHARLOTTE FL	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCLINTHAN, JACK	4.2 NAME	
STREET ADDRESS	812 SHALLOW RUN	4.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL	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	

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: *Gail E. McClintan* *Gail E. McClintan* 3-25-98 941-964-2621

CR2E034 (10/97)