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Jun 24 1998 8:00am  
Secretary of State

<b>NONPROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Northam</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
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DOCUMENT # 709028 (5)

1. Corporation Name

~~THE ARCADE JACKSONVILLE, INC.~~  
The Arc Jacksonville, Inc.

Principal Place of Business

Mailing Address

1050 DAVIS STREET  
JACKSONVILLE FL 32209

1050 DAVIS STREET  
JACKSONVILLE FL 32209-6808

2. Principal Place of Business

2a. Mailing Address

21 1050 North Davis St.

26 1050 North Davis St.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

1050 NORTH DAVIS STREET  
JACKSONVILLE FL 32209

81 Name

Charles Gregory

82 Street Address (P.O. Box Number is Not Acceptable)

1050 North Davis Street

83

84 City

Jacksonville

FL

85 Zip Code

32209

Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

Charles Gregory

Charles Gregory

4/30/98

12.

OFFICERS AND DIRECTORS

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

D  
O'CONNOR, KEVIN  
9845 BAYMEADOWS ROAD #924  
JACKSONVILLE FL

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

JACKSONVILLE FL

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

D  
Tenebaum Stanley  
1601 Ocean Dr. S. # 103  
JACKSONVILLE Bch, FL 32250

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

JACKSONVILLE FL

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

ID  
CONKLIN, BOB  
111 RIVERSIDE AVENUE, SUITE 210  
JACKSONVILLE FL

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

JACKSONVILLE FL

STREET ADDRESS

CITY-ST-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

V/S/D  
Ray Fullwood  
2345 Luana Dr. E.  
Jacksonville, FL 32207

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

D  
Bob Hervey  
1021 Oak Street  
Jacksonville, FL 32204

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

C/D  
Moran, Bernadette  
3312 St. Johns Avenue  
Jacksonville, FL 32205

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

ADDITION

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

ADDITION

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

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-06/24/98-01053-002  
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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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 of this report.

SIGNATURE:

Charles Gregory

Robert Conklin

4/30/98

904-355-0155