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**May 11 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 735320 (4)
1. Corporation Name
HERE'S LIFE, JACKSONVILLE, INC.



Principal Place of Business 8421 BAYMEADOWS WAY #3 JACKSONVILLE FL 32256-8223 US		Mailing Address 8421 BAYMEADOWS WAY #3 JACKSONVILLE FL 32256-8223 US	
21	2a	26	27
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
23	28	29	30
Zip	Country	Zip	Country

3. Date incorporated or Qualified 03/18/1976		
4. FEI Number 59-1707033	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
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	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No		
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

PEZZUTI, BILL Young, Jim
12988 SILVER OAK DR 7693 Las Palmas Way
JACKSONVILLE FL 32228 Jax., FL 32256

10. Name and Address of New Registered Agent

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

FL

11. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PEZZUTI, BILL	<input checked="" type="checkbox"/> DELETE
NAME	12988 SILVER OAK DRIVE	
STREET ADDRESS	JACKSONVILLE FL	
CITY-ST-ZIP		
TITLE	Chairman	<input type="checkbox"/> DELETE
NAME	YOUNG, JIM	
STREET ADDRESS	7693 LAS PALMAS WAY	
CITY-ST-ZIP	Jax., FL 32256	
TITLE	Board Member	<input type="checkbox"/> DELETE
NAME	CRENSHAW, MACK	
STREET ADDRESS	3855 ST. JOHNS AVENUE	
CITY-ST-ZIP	JACKSONVILLE FL 32205	
TITLE	Vice Chairman	<input type="checkbox"/> DELETE
NAME	Beehner, John	
STREET ADDRESS	2913 Bernice Dr.	
CITY-ST-ZIP	Jax., FL 32257	
TITLE	Perry, John, Sec't.	<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS	2451 S. Ponte Vedra Blvd.	
CITY-ST-ZIP	Ponte Vedra Bch, FL 32082	
TITLE	Klahr, Rich - Treasurer	<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS	3704 San Viscaya Dr.	
CITY-ST-ZIP	Jax., FL 32217	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ADD ALSO England, Jim - Board Member
1.3 STREET ADDRESS	2515 Spreading Oaks Ln.
1.4 CITY-ST-ZIP	Jax., FL 32223
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ADD ALSO Freeman, Henry - Board Member
2.3 STREET ADDRESS	4190 Belfort Rd., #400
2.4 CITY-ST-ZIP	Jax., FL 32256
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	

all are directors

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Jim Young* *Jim Young, Chairman* 4/15/98 904/448-0737, x1351

CR2E037 (10/97)