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| <b>NONPROFIT CORPORATION ANNUAL REPORT 1999</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        | <b>FLORIDA DEPARTMENT OF STATE</b><br>Katherine Harris<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                        |  |
| <b>DOCUMENT # 749835</b><br>1. Corporation Name<br><b>THE RHYTHM LOVERS, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        |                                                                                                                                                                                                                                 |  |
| Principal Place of Business<br>2840 VALKYRY WAY<br>P.O. BOX 17293<br>CANTONMENT FL 32533<br><b>1000 S. "K STREET"</b><br><b>PENSACOLA, FL 32501</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | Mailing Address<br>2840 VALKYRY WAY<br>P.O. BOX 17293<br>CANTONMENT FL 32533<br><b>P.O. BOX 17293</b><br><b>PENSACOLA FL 32501</b>                                                                                              |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                        | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country                                                                                                                                              |  |
| 3. Name and Address of Current Registered Agent<br><b>BRAY, HERMAN K</b><br>2840 VALKYRY WAY<br>CANTONMENT FL 32533                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                        | 10. Name and Address of New Registered Agent<br>81 Name <b>BESS EKSTROM</b><br>82 Street Address (P.O. Box Number is Not Acceptable) <b>3221 W JACKSON ST</b><br>83 <b>PENSACOLA, FL 32505</b><br>84 City <b>FL</b> 85 Zip Code |  |
| 11. Pursuant to the provisions of Sections 617.0602 and 617.1506, 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.<br>SIGNATURE <b>BESS EKSTROM</b> DATE <b>Sept. 15, 1999</b><br><small>(NOTE: Registered Agent signature required when reappointing)</small> |                        |                                                                                                                                                                                                                                 |  |
| <b>12. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                        |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | SD                     | <input type="checkbox"/> DELETE                                                                                                                                                                                                 |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | EXSTROM, BESS          |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 3221 W JACKSON ST      |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | PENSACOLA FL           |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | D                      | <input type="checkbox"/> DELETE                                                                                                                                                                                                 |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | GOTHARD ED S.          |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 4045 COLLINGSWOOD ROAD |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | PENSACOLA FL           |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | D                      | <input checked="" type="checkbox"/> DELETE                                                                                                                                                                                      |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | BEHREND, WILLIAM H JR  |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1050 W. CARLTON RD.    |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | PENSACOLA FL 32534     |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | VD                     | <input type="checkbox"/> DELETE                                                                                                                                                                                                 |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | THOMAS, CAROLYN        |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2802 PINERIDGE DR      |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | LILLIAN AL 32549       |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | TD                     | <input checked="" type="checkbox"/> DELETE                                                                                                                                                                                      |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | BRAY, HERMAN K         |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2840 VALKYRY WAY       |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | CANTONMENT FL 32533    |                                                                                                                                                                                                                                 |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                        | <input type="checkbox"/> DELETE                                                                                                                                                                                                 |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                        |                                                                                                                                                                                                                                 |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                        |                                                                                                                                                                                                                                 |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                        |                                                                                                                                                                                                                                 |  |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 EMPLOYED 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 IN AN ATTACHMENT WITH AN ADDRESS, WITH ALL OTHER LIKE EMPLOYED.



8/12/99 90006014 \$61.25

CR2E037 (5/99)

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SIGNATURE:

 SIGNATURE AND TYPED OR PRINTED NAME OF BUSINESS OFFICER OR DIRECTOR  
**DAVID H. ELLIS**

 DATE  
**DAVID H. ELLIS**