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Feb 18 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F00865 (8)**  
 1. Corporation Name  
**R.D. HAYES, INC.**

Principal Place of Business <b>1616 SOUTH OCEAN DRIVE</b> <b>309</b> <b>VERO BEACH FL 32963</b> <b>US</b>	Mailing Address <b>1616 SOUTH OCEAN DRIVE</b> <b>309</b> <b>VERO BEACH FL 32963</b> <b>US</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21 822 LANDS END RD</b> Suite, Apt. #, etc. <b>22 SIDNEY, B.C.</b> City & State <b>23 CANADA</b> Zip <b>24 V8L 5L3</b>		<b>2a. Mailing Address</b> <b>25</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>		<b>3. Date Incorporated or Qualified</b> <b>10/08/1980</b>	
<b>2. Principal Place of Business</b> <b>21 822 LANDS END RD</b> Suite, Apt. #, etc. <b>22 SIDNEY, B.C.</b> City & State <b>23 CANADA</b> Zip <b>24 V8L 5L3</b>		<b>2a. Mailing Address</b> <b>25</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>		<b>4. FEI Number</b> <b>59-2032092</b>	
<b>2. Principal Place of Business</b> <b>21 822 LANDS END RD</b> Suite, Apt. #, etc. <b>22 SIDNEY, B.C.</b> City & State <b>23 CANADA</b> Zip <b>24 V8L 5L3</b>		<b>2a. Mailing Address</b> <b>25</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>		<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
<b>2. Principal Place of Business</b> <b>21 822 LANDS END RD</b> Suite, Apt. #, etc. <b>22 SIDNEY, B.C.</b> City & State <b>23 CANADA</b> Zip <b>24 V8L 5L3</b>		<b>2a. Mailing Address</b> <b>25</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>		<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
<b>2. Principal Place of Business</b> <b>21 822 LANDS END RD</b> Suite, Apt. #, etc. <b>22 SIDNEY, B.C.</b> City & State <b>23 CANADA</b> Zip <b>24 V8L 5L3</b>		<b>2a. Mailing Address</b> <b>25</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>		<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No	

<b>9. Name and Address of Current Registered Agent</b> <b>OFFUTT, HARRY</b> <b>3003 CARDINAL DRIVE</b> <b>VERO BEACH FL 32963</b>		<b>10. Name and Address of New Registered Agent</b> <b>81 Name</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>83</b> <b>84 City</b>	
<b>9. Name and Address of Current Registered Agent</b> <b>OFFUTT, HARRY</b> <b>3003 CARDINAL DRIVE</b> <b>VERO BEACH FL 32963</b>		<b>10. Name and Address of New Registered Agent</b> <b>81 Name</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>83</b> <b>84 City</b>	

**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** \_\_\_\_\_ **DATE** \_\_\_\_\_  
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

<b>12. OFFICERS AND DIRECTORS</b>		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>	
<b>TITLE</b> <b>D</b> <b>HAYES, J.M.</b> <b>822 LANDS END RD.</b> <b>SIDNEY, B.C. CANADA V8L5L-3</b>	<input type="checkbox"/> DELETE	<b>1.1 TITLE</b> <b>1.2 NAME</b> <b>1.3 STREET ADDRESS</b> <b>1.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>SD</b> <b>GARWOOD, M. E.</b> <b>3552 HENDERSON RD.</b> <b>VICTORIA, B.C. CAN. V8P5B-1</b>	<input type="checkbox"/> DELETE	<b>2.1 TITLE</b> <b>2.2 NAME</b> <b>2.3 STREET ADDRESS</b> <b>2.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>CDP</b> <b>HAYES, R.D.</b> <b>1616 SOUTH OCEAN DRIVE, #309</b> <b>VERO BEACH FL</b>	<input type="checkbox"/> DELETE	<b>3.1 TITLE</b> <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b></b> <b></b> <b></b> <b></b>	<input type="checkbox"/> DELETE	<b>4.1 TITLE</b> <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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<b>TITLE</b> <b></b> <b></b> <b></b> <b></b>	<input type="checkbox"/> DELETE	<b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition

**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:** *[Signature]* **R.D. HAYES** **1/10/98**

CR2E034 (10/97)