

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jun 25 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000004885 (9)
 1. Corporation Name
SKYCAP, INC.



Principal Place of Business PO BOX 88029 MOBILE AL 36608	Mailing Address PO BOX 88029 MOBILE AL 36608
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/21/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 63-0940171	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 COLMENERO, RAY 3020 NW 79TH COURT APT B GAINESVILLE FL 32606				10. Name and Address of New Registered Agent		
				81 Name SIAN LENOCH		
				82 Street Address (P.O. Box Number is Not Acceptable) 3066 GREENMOUNT		
				83		
				84 City TALLAHASSEE	85 Zip Code FL 32311	

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]* (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CP	NAME RAINES, JEAN O	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS P.O. BOX 88029 N/A	CITY-ST-ZIP MOBILE AL	1.2 NAME	
TITLE	NAME	1.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	1.4 CITY-ST-ZIP	
TITLE	NAME	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	2.2 NAME	
TITLE	NAME	2.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	3.2 NAME	
TITLE	NAME	3.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	4.2 NAME	
TITLE	NAME	4.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	5.2 NAME	
TITLE	NAME	5.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	6.2 NAME	
TITLE	NAME	6.3 STREET ADDRESS	
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.

CR2E034 (10/97)