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May 08, 1999 8:00 am
Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000003197

1. Corporation Name
MILL'S PRIDE, INC.



Principal Place of Business
**423 HOPEWELL ROAD
WAVERLY OH 45690**

Mailing Address
**250 AUSTRALIAN AVENUE
13TH FLOOR
WEST PALM BEACH FL 33401
US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/03/1995	
21		26		4. FEI Number 06-1241754	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent

**MICHAEL A CONNELLY
250 AUSTRALIAN AVE, 13TH FL
W PALM BEACH FL 33401**

10. Name and Address of New Registered Agent

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEALEY, MALCOLM S	1.2 NAME	
STREET ADDRESS	423 HOPEWELL ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	WAVERLY OH 45690	1.4 CITY-ST-ZIP	
TITLE	CRST <input type="checkbox"/> DELETE	2.1 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MICHAEL A CONNELLY	2.2 NAME	Richard Healey
STREET ADDRESS	250 AUSTRALIAN AVE, 13TH FLOOR	2.3 STREET ADDRESS	250 S. AUSTRALIAN AVE, 13th FL
CITY-ST-ZIP	WEST PALM BCH FL 33401	2.4 CITY-ST-ZIP	WEST PALM Beach FL 33401
TITLE	P <input checked="" type="checkbox"/> DELETE	3.1 TITLE	
NAME	DAVID T OLMAR	3.2 NAME	
STREET ADDRESS	250 AUSTRALIAN AVE, 13TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH FL 33401	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 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, with all other like empowered.

SIGNATURE:

Michael A Connelly
MICHAEL A CONNELLY

4/26/99

Date

561-803-4496

Daytime Phone #

CR2E034 (1/98)

032062