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CR2E034 (11/98)

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

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F95000005923

1. Corporation Name FOX DISTRIBUTORS, INC.

Principal Place of Business

2870 FORREST HIUS DR SW ATLANTA GA 30315 US

Mailing Address

2870 FORRESTHILLS DR. SW ATLANTA GA 30315 US

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

BASS, MIKE 1699 WOODSBRIDGE LAKE CIRCLE W PALM BCH FL 33406

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 the applicable

(NOTE: Receiver of Agent signature required after the date of

DATE

12. OFFICERS AND DIRECTORS

TITLE DCP [] DELETE
NAME LEATHERS, CYNTHIA K
STREET ADDRESS 155 ISLEWORTH WAY
CITY-ST-ZIP FAYETTEVILLE GA

TITLE DVT [] DELETE
NAME LEATHERS, JACK DOUGLAS
STREET ADDRESS 155 ISLEWORTH WAY
CITY-ST-ZIP FAYETTEVILLE GA

TITLE D [] DELETE
NAME CLINKSCALES, DOROTHY
STREET ADDRESS 144 CAPRI CIR
CITY-ST-ZIP HARTWELL GA 30643

TITLE S [] DELETE
NAME RICKARD, SHEILA
STREET ADDRESS 185 COUNTY LINE COURT
CITY-ST-ZIP FAYETTEVILLE GA

TITLE V [] DELETE
NAME LEATHERS, JACK DOUGLAS (JAY)JR
STREET ADDRESS 1835 BARRINGTON OVERLOOK
CITY-ST-ZIP MARIETTA GA

TITLE [] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

11 TITLE
12 NAME

13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE
22 NAME

23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE
32 NAME

33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE
42 NAME

43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE
52 NAME

53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE
62 NAME

63 STREET ADDRESS
64 CITY-ST-ZIP

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/05/1995

4. FEI Number

58-2118729

Applied For Not Applicable

5. Certificate of Status Desired []

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution []

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [] Yes [] No

10. Name and Address of New Registered Agent

000002818510-6
03/25/99-01079-003
****150.00 ****150.00

JB-99
3-18-99

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: Sheila Rickard, Secretary Sheila Rickard
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-12-99 404-767-0688
Date Daytime Phone #