

May 07 1998 8:00am  
Secretary of State

**000**

DO NOT WRITE IN THIS SPACE

21	2. Principal Place of Business <b>BARGE PORT, RT. 6, BOX 920</b>	
22	Suite, Apt #, etc. <b>COMFORT RD.</b>	
23	City & State <b>PALATKA, FLORIDA</b>	
24	Zip <b>32177</b>	Country <b>PUTNAM</b>

2a. Mailing Address	
26	Suite, Apt #, etc
27	City & State
28	Zip Country
29	30

3. Date Incorporated or Qualified <b>08/13/1997</b>	
4. FEI Number <b>APPLIED FOR 23-2922070</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		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.

12.		OFFICERS AND DIRECTORS	
TITLE	CD		<input type="checkbox"/> DELETE
NAME	MCKEE, WM W		
STREET ADDRESS	10200 GROGAN'S MILL RD., STE 300		
CITY - ST - ZIP	THE WOODLANDS TX		
TITLE	VD		<input type="checkbox"/> DELETE
NAME	BYERS, R A		
STREET ADDRESS	3400 GRAND AVENUE		
CITY - ST - ZIP	PITTSBURGH PA		
TITLE	D		<input type="checkbox"/> DELETE
NAME	GRZYBOWSKI, J R		
STREET ADDRESS	2800 MELBY STREET		
CITY - ST - ZIP	EAU CLAIRE WI		
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY - ST - ZIP			
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY - ST - ZIP			
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY - ST - ZIP			

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

SIGNATURE: *R. A. Byers* R. A. BYERS 4/27/98 (412) 331-3000