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Apr 09 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 # H13201 (9)
1. Corporation Name
BENEMODA CO.



Principal Place of Business 1500 SAN REMO AVENUE SUITE 237 CORAL GABLES FL 33146-3047 US	Mailing Address 1500 SAN REMO AVENUE SUITE 237 CORAL GABLES FL 33146-3047 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 12908 Air Way Street Suite, Apt. #, etc. 22 City & State 23 Panama City, Florida 24 Zip 32404-2833 25 Country US		2a. Mailing Address 26 12908 Air Way Street Suite, Apt. #, etc. 27 City & State 28 Panama City, Florida 29 Zip 32404-2833 30 Country US		3. Date Incorporated or Qualified 07/20/1984	
9. Name and Address of Current Registered Agent HUGHEY, BONNIE J 1500 SAN REMO AVENUE SUITE 239 CORAL GABLES FL 33146-3047		10. Name and Address of New Registered Agent 81 Name Judith C. Young 82 Street Address (P.O. Box Number is Not Acceptable) 12908 Air Way Street 83 84 City Panama City FL 85 Zip Code 32404-2833			

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 *Judith C. Young*

(NOTE: Registered Agent signature required when reinstalling)

4-6-98
DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	PD
NAME	YOUNG, DAVID F.	1.2 NAME	Young, David F.
STREET ADDRESS	1500 SAN REMO AVE SUITE 245	1.3 STREET ADDRESS	12908 Air Way Street
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	Panama City, FL 32404-2833
TITLE	VST	2.1 TITLE	VST
NAME	HUGHEY, BONNIE J.	2.2 NAME	Hughey, Bonnie J.
STREET ADDRESS	1500 SAN REMO AVE., #239	2.3 STREET ADDRESS	18495 S. Dixie Hwy., B102
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	Miami, FL 33157
TITLE	V	3.1 TITLE	V
NAME	FEDELL, KATHY A	3.2 NAME	Fedell, Kathy A.
STREET ADDRESS	1847 SACKET CIRCLE	3.3 STREET ADDRESS	The Florida Mall Suite 516
CITY-ST-ZIP	ORLANDO FL	3.4 CITY-ST-ZIP	Orlando, FL 32809
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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 manager 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 in an addition report with an address.

SIGNATURE: *David F. Young* President April 3, 1998 850 871 3750

CR2E034 (10/97)