

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

FILED
Feb 16 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # H40150 (5)
1. Corporation Name
BILL F. SOUTHERN, INC.



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| Principal Place of Business 13696 SW 139TH CT MIAMI FL 33186 US | Mailing Address 14629 SW 104 ST #346 MIAMI FL 33186 US |
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DO NOT WRITE IN THIS SPACE

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| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country | 3. Date Incorporated or Qualified 01/24/1985 4. FEI Number 59-2490079 Applied For Not Applicable 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
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| 9. Name and Address of Current Registered Agent LEIBY, LARRY R. WESTSIDE CORPORATE CENTER 150 S PINE ISLAND RD, STE 400 FT LAUDERDALE FL 33324 | 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 |
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------------|---|--|
| TITLE | PD | 1.1 TITLE | |
| NAME | SOUTHERN, BILL F. JR. | 1.2 NAME | |
| STREET ADDRESS | 9620 EAST CALUSA CLUB DR | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL | 1.4 CITY-ST-ZIP | |
| TITLE | STD | 2.1 TITLE | |
| NAME | SOUTHERN, CAROL N. | 2.2 NAME | |
| STREET ADDRESS | 9620 EAST CALUSA CLUB DR | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL | 2.4 CITY-ST-ZIP | |
| TITLE | | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| 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 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: Bill F. Southern - President 2/10/98 305-383-5905

CR2E034 (10/97)