

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 06 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # H70987 (3)

1. Corporation Name
ATLAS VENTURES, INC.

Principal Place of Business P. O. BOX 52 STARKE FL 32091	Mailing Address P. O. BOX 52 STARKE FL 32091
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/09/1985	3a. Date of Last Report 04/05/1996
21		26		4. FEI Number 59-2573056	Applied For <input type="checkbox"/>
	Suite, Apt. #, etc.		Suite, Apt. #, etc.		Not Applicable <input type="checkbox"/>
22		27		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
	City & State		City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	Zip	25	Country	29	30

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
PEEK, DAVID H. 2000 INDEPENDENT SQUARE JACKSONVILLE FL 32202				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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	DP	<input type="checkbox"/> DELETE		1.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HILL, ELOISE			1.2 NAME	DWIGHT SMITH		
STREET ADDRESS	P. O. BOX 52 N/A			1.3 STREET ADDRESS	P.O. BOX 52 N/A		
CITY-ST-ZIP	STARKE FL			1.4 CITY-ST-ZIP	STARKE, FL 32091		
TITLE		<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				2.2 NAME			
STREET ADDRESS				2.3 STREET ADDRESS			
CITY-ST-ZIP				2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

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*****550.00**

14. I do 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, changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (4/97)