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Feb 12 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **H75993** (6)
1. Corporation Name
SPENCER - BROWN, INC.

Principal Place of Business
**2421 COVINA WAY ST.
ST. PETERSBURG FL 33712**

Mailing Address
**2421 COVINA WAY ST.
ST. PETERSBURG FL 33712**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/13/1985	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 59-2587311	Applied For Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent ZACUR, RICHARD A. 5200 CENTRAL AVE. ST. PETERSBURG FL 33733				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

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 date 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	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, VIRGINIA A.	1.2 NAME	
STREET ADDRESS	2421 COVINA WAY S.	1.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPENCER, DOROTHY M.	2.2 NAME	
STREET ADDRESS	2421 COVINA WAY S.	2.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	2.4 CITY - ST - ZIP	
TITLE		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		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		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		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	

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 its 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: *Virginia A. Brown* VIRGINIA A. BROWN 01-31-98 (813)824-8510

CR2E034 (1097)