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Jan 27 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # H91666 (8)

1. Corporation Name
RUNAWAY, INC.



Principal Place of Business
% REX E. HARPER
2111 DREW ST
CLEARWATER FL 34625-3215

Mailing Address
% REX E. HARPER
2111 DREW ST
CLEARWATER FL 34625-3215

3. Date Incorporated or Qualified 12/23/1985	3a. Date of Last Report 01/26/1996
4. FEI Number 59-2612423	Applied For Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent HARPER, REX E. 2111 DREW ST CLEARWATER FL 33575	10. Name and Address of New Registered Agent
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.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DVP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PIAZZA, MICHAEL R.	1.2 NAME	
STREET ADDRESS	1624 ST. PAULS DRIVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	1.4 CITY - ST - ZIP	
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARPER, REX E.	2.2 NAME	
STREET ADDRESS	2111 DREW ST	2.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BATEMAN, BEVERLY	3.2 NAME	
STREET ADDRESS	1585 10TH STREET	3.3 STREET ADDRESS	
CITY - ST - ZIP	SAFETY HARBOR FL	3.4 CITY - ST - ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Steven G. Blume	4.2 NAME	
STREET ADDRESS	6354 118th Avenue N.	4.3 STREET ADDRESS	
CITY - ST - ZIP	Largo, Florida 34643	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 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 if changed, or on an attachment with an address.

SIGNATURE: 1/12/97

Date Daytime Phone #

CR2E034 (9/96)