

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

FILED
May 11 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 # H97561 (5)
1. Corporation Name
SMILE-A-WHILE AMUSEMENTS, INC.

Principal Place of Business
4845 LAKE VALENCIA BLVD E
PALM HARBOR FL 34684
US

Mailing Address
4845 LAKE VALENCIA BLVD E
PALM HARBOR FL 34684
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/03/1986	
21		26		4. FEI Number 59-2626273	Applied For Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip		29 Zip		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	
25 Country		30 Country			

9. Name and Address of Current Registered Agent

JOHNSON, BRIAN E.
7190 SEMINOLE BOULEVARD
SEMINOLE FL 33542

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 title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LUEHRS, JAMES	
STREET ADDRESS	4845 LAKE VALENCIA BLVD E	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE	VST	<input type="checkbox"/> DELETE
NAME	LUEHRS, CATHERINE L.	
STREET ADDRESS	4845 LAKE VALENCIA BLVD E	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LUEHRS, CATHERINE L.	
STREET ADDRESS	4845 LAKE VALENCIA BLVD E	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: Catherine L. Luehrs Catherine Luehrs 4/30/98 1-813-789-4431

CR2E034 (10/97)