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FILED
May 21 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 # J27815 (6)

1. Corporation Name
SOUTHERN ATLANTIC MARKETING, INC.

Principal Place of Business
121 HIDDEN COVE LN.
PONTE VEDRA BCH. FL 32082

Mailing Address
P.O. BOX 624
PONTE VEDRA BCH FL 32082

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/04/1986 1997	
4. FEI Number 59-2708140	Applied For <input type="checkbox"/> 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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 121 Hidden Cove Ln Suite, Apt. #, etc.		2a. Mailing Address 26 PO Box 624 Suite, Apt. #, etc.	
22 City & State 23 Ponte Vedra Bch, FL Zip Country		27 City & State 28 Ponte Vedra Bch, FL Zip Country	
24 32082	25 ST John's	29 32082	30 ST John's

9. Name and Address of Current Registered Agent

JEAN C WHALEY
121 HIDDEN COVE LANE
PONTE VEDRA BEACH FL 32082

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, type or printed name of registered agent and date of appointment (NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHALEY, FRANCIS R.	1.2 NAME	
STREET ADDRESS	121 HIDDEN COVE LN	1.3 STREET ADDRESS	
CITY-ST-ZIP	PONTE VEDRA BEACH FL	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHALEY, JEAN	2.2 NAME	
STREET ADDRESS	121 HIDDEN COVE LN	2.3 STREET ADDRESS	
CITY-ST-ZIP	PONTE VEDRA BEACH 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 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:

JEAN C WHALEY

4-29-98

CR2E034 (10/97)