

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

FILED  
Apr 01 1998 8:00am  
Secretary of State

|                                             |                                                                                   |                                                                                                    |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # J75743 (1)

1. Corporation Name

DOWNS INVESTMENT PROPERTIES, INC.

Principal Place of Business

% THOMAS DOWNS  
777 N. MIRAMAR  
INDIALANTIC FL 32903

Mailing Address

% THOMAS DOWNS  
777 N. MIRAMAR  
INDIALANTIC FL 32903



DO NOT WRITE IN THIS SPACE

|                                                 |                 |                        |                 |                                                                                                                |                               |
|-------------------------------------------------|-----------------|------------------------|-----------------|----------------------------------------------------------------------------------------------------------------|-------------------------------|
| 2. Principal Place of Business                  |                 | 2a. Mailing Address    |                 | 3. Date Incorporated or Qualified<br>05/21/1987                                                                |                               |
| 21 Suite, Apt. #, etc.                          | 22 City & State | 26 Suite, Apt. #, etc. | 27 City & State | 4. FEI Number<br>59-2808851                                                                                    | Applied For<br>Not Applicable |
| 23 Zip                                          | 25 Country      | 28 Zip                 | 30 Country      | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                       |                               |
| 24                                              |                 | 29                     |                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees |                               |
| 9. Name and Address of Current Registered Agent |                 |                        |                 | 10. Name and Address of New Registered Agent                                                                   |                               |

JONES, RICHARD O.  
1250 EAU GALIE BLVD, UNIT J  
MELBOURNE FL 32935

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

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                      | PTD<br>DOWNS, THOMAS | 1.1 TITLE                                             |  |
| NAME                       | 777 N. MIRAMAR       | 1.2 NAME                                              |  |
| STREET ADDRESS             | INDIALANTIC FL       | 1.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                      | 1.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                      | 2.1 TITLE                                             |  |
| NAME                       |                      | 2.2 NAME                                              |  |
| STREET ADDRESS             |                      | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                      | 2.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                      | 3.1 TITLE                                             |  |
| NAME                       |                      | 3.2 NAME                                              |  |
| STREET ADDRESS             |                      | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                      | 3.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                      | 4.1 TITLE                                             |  |
| NAME                       |                      | 4.2 NAME                                              |  |
| STREET ADDRESS             |                      | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                      | 4.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                      | 5.1 TITLE                                             |  |
| NAME                       |                      | 5.2 NAME                                              |  |
| STREET ADDRESS             |                      | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |                      | 5.4 CITY-ST-ZIP                                       |  |
| TITLE                      |                      | 6.1 TITLE                                             |  |
| 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:

Thomas Downs

3/11/98

CR2E034 (10/97)