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Apr 30 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 # J92298 (5)
1. Corporation Name
BLACKWATER INDUSTRIES, INC.



Principal Place of Business Mailing Address
% BLACKWATER INDUSTRIES
22 MEDART VFD LN
CRAWFORDVILLE FL 32327
US

DO NOT WRITE IN THIS SPACE

| | | |
|--------------------------------|------------------------|-----------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address | 3. Date Incorporated or Qualified |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 09/11/1987 |
| 22 City & State | 27 City & State | 4. FEI Number |
| 23 Zip | 28 Zip | 59-2863386 |
| 24 Country | 29 Country | Applied For |
| | 30 | Not Applicable |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CARTER, MIKE
COURTHOUSE SQUARE #1
P.O. BOX 566
CRAWFORDVILLE FL 32326

| |
|---|
| 81 Name |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 |
| 84 City |
| 85 Zip Code |

FL

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 | ST | 1.1 TITLE | |
| NAME | OSBORNE, KIM S. | 1.2 NAME | |
| STREET ADDRESS | 47 BUCK VERNON ROAD | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | CRAWFORDVILLE FL | 1.4 CITY-ST-ZIP | |
| TITLE | P | 2.1 TITLE | |
| NAME | OSBORNE, ERNEST C. | 2.2 NAME | |
| STREET ADDRESS | 47 BUCK VERNON ROAD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | CRAWFORDVILLE FL | 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

Kim Osborne Kim Osborne 11-23-98 8:00am

CR2E034 (10/97)