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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # K14064 1. Corporation Name ORION DEVELOPMENT INC.			
Principal Place of Business		Mailing Address	
2. Principal Place of Business 21 730 PINELLAS BAYWAY Suite, Apt. #, etc.		2a. Mailing Address 26 P.O. BOX 66407 Suite, Apt. #, etc.	
23 TIERRA VERDE FL City & State Zip 33715 Country USA		28 ST. PETE BEACH FL City & State Zip 33736 Country USA	
9. Name and Address of Current Registered Agent SHELL, ARTHUR L 730 PINELLAS BAYWAY TIERRA VERDE, FL. 33715			
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 Arthur L. Schell, Pres. <i>Arthur L. Schell</i> DATE 8-14-99 (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE SECT-TRES ☐ DELETE 1.2 NAME SHELL, F.J. 1.3 STREET ADDRESS 730 PINELLAS BAYWAY 1.4 CITY-ST-ZIP TIERRA VERDE, FL. 33715		1.1 TITLE ☐ Change ☐ Addition 1.2 NAME 900002975179--0 1.3 STREET ADDRESS -08/31/99--01069--012 1.4 CITY-ST-ZIP ***900.00 ***900.00	
2.1 TITLE PRES. ☐ DELETE 2.2 NAME SHELL, ARTHUR L. 2.3 STREET ADDRESS 730 PINELLAS BAYWAY 2.4 CITY-ST-ZIP TIERRA VERDE, FL. 33715		2.1 TITLE ☐ Change ☐ Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
3.1 TITLE ☐ DELETE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		3.1 TITLE ☐ Change ☐ Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
4.1 TITLE ☐ DELETE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		4.1 TITLE ☐ Change ☐ Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
5.1 TITLE ☐ DELETE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		5.1 TITLE ☐ Change ☐ Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
6.1 TITLE ☐ DELETE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		6.1 TITLE ☐ Change ☐ 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: <i>Arthur L. Schell</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ARTHUR L. SCHELL		Date 8-3-99 Daytime Phone # 727-867-4445	

REINSTATEMENT **98-99**
DO NOT WRITE IN THIS SPACE

CR2E034 (10/97)