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Apr 24 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # K52510 (0)

1. Corporation Name
KELLEY & PAYNE, INC.

Principal Place of Business
420 KELLEY ROAD
P.O. BOX 397
FROSTPROOF FL 33843

Mailing Address
420 KELLEY ROAD
P.O. BOX 397
FROSTPROOF FL 33843-0397



3. Date Incorporated or Qualified 12/20/1988
3a. Date of Last Report 02/28/1996

| | | | | | | | |
|--------------------------------|--|------------------------|--|---|--|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 4. FEI Number 59-2977957 | | Applied For | |
| 21 Suite, Apt. #, etc. | | 26 Suite, Apt. #, etc. | | | | Not Applicable | |
| 22 City & State | | 27 City & State | | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| 23 Zip Country | | 28 Zip Country | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 24 | | 29 | | 30 | | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent

PAYNE, DEWEY A.
420 KELLEY ROAD
FROSTPROOF FL 33843

10. Name and Address of New Registered Agent

81 Name Rachel K. Payne
82 Street Address (P.O. Box Number is Not Acceptable) 420 Kelley Road
83
84 City Frostproof, FL FL 85 Zip Code 33843

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 Rachel K. Payne Rachel K. Payne DATE 4-14-97
(NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------------|---|---|
| TITLE | D <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PAYNE, DEWEY A. | 1.2 NAME | |
| STREET ADDRESS | 420 KELLEY ROAD | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | FROSTPROOF FL | 1.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PAYNE, RACHEL K. | 2.2 NAME | |
| STREET ADDRESS | 420 KELLEY ROAD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | FROSTPROOF FL | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 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 | <input type="checkbox"/> DELETE | 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 | <input type="checkbox"/> DELETE | 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 | <input type="checkbox"/> DELETE | 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 do 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: Rachel K. Payne, Secretary Rachel K. Payne 4-14-97 941-635-4254
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)