

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

FILED

Mar 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra S. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K56573 (4)
1. Corporation Name
LIQUID FILL, INC.

Principal Place of Business
12385-D AUTOMOBILE BLVD
CLEARWATER FL 34622

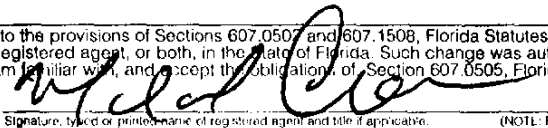
Mailing Address
13535 FEATHER SOUND DR
STE 400
CLEARWATER FL 34622
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 12385 AUTOMOBILE BLVD Suite, Apt. #, etc.		2a. Mailing Address 26 12385 AUTOMOBILE BLVD Suite, Apt. #, etc.		3. Date Incorporated or Qualified 01/03/1989	
22 City & State 23 CLEARWATER FL Zip 33762 Country USA		27 City & State 28 CLEARWATER FL Zip 33762 Country USA		4. FEI Number 59-2925303 Applied For Not Applicable	
24		29		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
26		31		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent MCLEOD, PHILIP A. 540 FOURTH STREET NORTH ST. PETERSBURG FL FL				10. Name and Address of New Registered Agent 81 Name Cronin, Michael T. 82 Street Address (P.O. Box Number is Not Acceptable) 911 Chestnut Street 83 84 City Clearwater FL 85 Zip Code 33756	

11. Pursuant to the provisions of Sections 607.0507 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  3/6/98
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	PSTD <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANTERRE, BARRY J	12 NAME	
STREET ADDRESS	2217 WINDSONG CT	13 STREET ADDRESS	
CITY-ST-ZIP	SAFETY HARBOR FL 34695	14 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 officer 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:  Barry J. Santerre President 3/3/98 (813)578-4545

CR2E034 (10/97)