

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # M90465 (9)
1. Corporation Name
BF SCHOOLHOUSE, INC.

Principal Place of Business
**10801 STARKEY ROAD
SUITE 16
LARGO FL 34689
US**

Mailing Address
**10801 STARKEY ROAD
SUITE 16
LARGO FL 34689
US**

FILED
Jul 29 1998 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		07/21/1988	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-2896221	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Country		5. Certificate of Status Desired	
24		30		[] \$8.75 Additional Fee Required	
25		29		6. Election Campaign Financing	
				Trust Fund Contribution [] \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [] Yes [] No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
MCGILLEN, ROBERT L. 10801 STARKEY ROAD SUITE 16 LARGO FL 34689		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

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	D [] DELETE	1.1 TITLE	[] Change [] Addition
NAME	MCGILLEN, ROBERT L.	1.2 NAME	
STREET ADDRESS	10801 STARKEY ROAD #18	1.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	1.4 CITY-ST-ZIP	
TITLE	D [] DELETE	2.1 TITLE	[] Change [] Addition
NAME	MCGILLEN, VIVIAN L.	2.2 NAME	
STREET ADDRESS	10801 STARKEY ROAD #18	2.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	2.4 CITY-ST-ZIP	
TITLE	[] DELETE	3.1 TITLE	[] Change [] Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	[] DELETE	4.1 TITLE	[] Change [] Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[] DELETE	5.1 TITLE	[] Change [] Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	[] DELETE	6.1 TITLE	[] Change [] Addition
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:

SIGNATURE REQUIRED *Robert L. McGillen* 7/1/98 7273199054

CR2E034 (5/98)

Py 2
McGillen's Inc.
10801 Starkey Road
Suite #16
Largo, Florida 33777

July 1, 1998

Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs,

We recently received a second notice for the 1998 Profit Corporation
Annual Report for:

B.F. Southeast, Inc.	(M90468)
Craft Depot, Inc.	(I. 72066)
B.F. Galleria, Inc.	(M 90470)
B.F. Schoolhouse, Inc.	(M 90465)
McGillen's, Inc.	(M 90466)

We are reasonably certain that we did not receive the original notice
since we have questioned everyone and searched diligently without finding
anything.

According to your instructions, we are writing this letter and enclosing
the checks for the filing fee.

We appreciate your help in this matter.

Sincerely,

Robert L. McGillen

Robert L. McGillen
President