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03-04-1999 90010 024 ****61.25

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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N13774

1. Corporation Name

BONE VALLEY FOSSIL SOCIETY, INC.

Principal Place of Business

2704 DIXIE ROAD
 LAKELAND FL 33801-2902

Mailing Address

2704 DIXIE ROAD
 LAKELAND FL 33801-2902



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

03/11/1986

4. FEI Number

59-2673669

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

ALLEN, PHILIP O.
 1701 SOUTH FLORIDA AVENUE
 LAKELAND FL 33803

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 617.0502 and 617.1508, 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 617.0503, 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 DELETE

TITLE SD
 NAME HOLMAN, ED
 STREET ADDRESS 2704 DIXIE ROAD
 CITY-ST-ZIP LAKELAND FL

TITLE PD
 NAME LOU, HARVEY
 STREET ADDRESS 2102 MONASTERY CIRCLE
 CITY-ST-ZIP ORLANDO FL

TITLE VD
 NAME SULLIVAN, MARY K.
 STREET ADDRESS 325 W WALL ST
 CITY-ST-ZIP FROSTPROOF FL

TITLE TD
 NAME PROKOPI, WILLIAM M
 STREET ADDRESS 3628 GREATWOOD CT
 CITY-ST-ZIP LAND O LAKES FL 34639

TITLE VD
 NAME METRIN, EDWIN
 STREET ADDRESS 162 BROADMOOR DR
 CITY-ST-ZIP LAKE MARY FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME HARVEY, LOU
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address; with all other like empowered.

SIGNATURE: *WILLIAM M PROKOPI*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-12-99

(813) 996 4184
 Daytime Phone #

CR2E037 (11/98)