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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N19525

1. Corporation Name
POLYWOGS, INC.

Principal Place of Business %DOUGLASS, ROBERT 8351 BLIND PASS ROAD ST. PETERSBURG BCH. FL 33706	Mailing Address %DOUGLASS, ROBERT 8351 BLIND PASS ROAD ST. PETERSBURG BCH. FL 33706
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/04/1987
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2602598
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent DOUGLASS, ROBERT A. 8351 BLIND PASS ROAD ST. PETERSBURG BCH. FL 33706		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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	TD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GASSNER, ELLIOTT	1.2 NAME	
STREET ADDRESS	2110-4TH ST NORTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NELSON, ROBERT	2.2 NAME	
STREET ADDRESS	1201-5TH AVE NORTH #207	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETE FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOUGLASS, ROBERT A.	3.2 NAME	
STREET ADDRESS	8351 BLIND PASS ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33706	3.4 CITY-ST-ZIP	
TITLE	SD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	SD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WARE, RICHARD M.	4.2 NAME	RAY JEFFRIES
STREET ADDRESS	P.O. BOX 13488 N/A	4.3 STREET ADDRESS	100 North Tampa Street, Suite 2200
CITY-ST-ZIP	ST. PETERSBURG FL	4.4 CITY-ST-ZIP	Tampa, FL 33602
TITLE	PD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ULRICH, RICHARD G	5.2 NAME	
STREET ADDRESS	100-2ND AVE SOUTH #606	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL	5.4 CITY-ST-ZIP	
TITLE	VPD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTHY, VAUGHN E	6.2 NAME	
STREET ADDRESS	6625 CORMORANT CT SOUTH	6.3 STREET ADDRESS	
CITY-ST-ZIP	PASADENA FL	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: ROBERT A. DOUGLASS 2/8/99 727/360-6954
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)