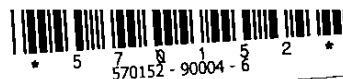


FILED
May 08, 1999 8:00 am
Secretary of State

05-08-1999 90014 044 ****61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N51370					
1. Corporation Name FRIENDS OUTREACH, INC.					
Principal Place of Business 8312 GANN ROAD SODDY DAISY TN 37379 US			Mailing Address P.O. BOX 1323 SODDY DAISY TN 37374 US		



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		10/16/1992	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		65-0439203	
24 Country		29 Country		30	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
MORRIS, MYRTLE P 15141 BRIAR RIDGE CIRCLE FT MYERS FL 33912				81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	V.P.
NAME	BAILEY, CARL F.	1.2 NAME	Harold Swaggerty
STREET ADDRESS	8312 GANN ROAD	1.3 STREET ADDRESS	623 N. Sherry Dr.
CITY-ST-ZIP	SODDY DAISY TN 37379 Dir	1.4 CITY-ST-ZIP	Rossville, Ga 30741
TITLE	DV	2.1 TITLE	
NAME	MORRIS, MYRTLE P	2.2 NAME	
STREET ADDRESS	15141 BRIAR RIDGE CIR	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT MYERS FL 33912	2.4 CITY-ST-ZIP	
TITLE	DST	3.1 TITLE	
NAME	BAILEY, LAVENIA C	3.2 NAME	
STREET ADDRESS	8312 GANN ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	SODDY DAISY TN 37379 Dir	3.4 CITY-ST-ZIP	
TITLE	DAT	4.1 TITLE	
NAME	MORRIS, ROBERT L	4.2 NAME	
STREET ADDRESS	15141 BRIAR RIDGE CIR	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT MYERS FL 33912	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, title or other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-29-99

Date

423 847 0038

Daytime Phone #

CR2E037 (1/98)