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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N94000004309					
1. Corporation Name THE SPES SOCIETY, INC.					
Principal Place of Business C/O 290 PERIGNON PLACE NAPLES FL 33999 108 TUSCANA CT. #602 NAPLES, FL 34119			Mailing Address C/O 290 PERIGNON PLACE NAPLES FL 33999 108 TUSCANA CT. #602 NAPLES, FL 34119		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 34119-4728 USA		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 34119-4728 USA		3. Date Incorporated or Qualified 08/31/1994 4. FEI Number 65-0502639 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 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 RANKIN, DOUGLAS L 2335 TAMiami TRAIL N SUITE 308 NAPLES FL 34103			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 34102		
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 _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
12. OFFICERS AND DIRECTORS <input type="checkbox"/> DELETE			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE DP NAME THIESEN, WILLIAM STREET ADDRESS C/O 290 PERIGNON PLACE CITY-ST-ZIP NAPLES FL 34119			1.1 TITLE T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 34119-4728		
TITLE DP NAME LINN, NICK STREET ADDRESS C/O 290 PERIGNON PLACE 108 TUSCANA CT. CITY-ST-ZIP NAPLES FL 34119 #602 NAPLES, FL 34119			2.1 TITLE S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 34119-4728		
TITLE DST NAME HUBBARD, ROBERT STREET ADDRESS C/O 290 PERIGNON PLACE CITY-ST-ZIP NAPLES FL 34119			3.1 TITLE D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 34119-4728		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE P-D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 4.2 NAME KENNETH I. SHEVIN 4.3 STREET ADDRESS 649 FIFTH AVE. SO. 4.4 CITY-ST-ZIP NAPLES, FL 34102-6601		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 5.2 NAME RONALD CHAPMAN 5.3 STREET ADDRESS 568 SILVERADO DR. 5.4 CITY-ST-ZIP NAPLES, FL 34119		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE 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: *[Signature]* **SIGNATURE REQUIRED** **KENNETH I. SHEVIN** 1/15/99 (941) 261-3600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)