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Feb 19, 1999 8:00 am
Secretary of State

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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 # N95000001026

1. Corporation Name
THE STUDIO ARTS CENTER, INC.

Principal Place of Business 114 N.E. 5TH ST. CRYSTAL RIVER FL 34429	Mailing Address 114 N.E. 5TH ST. CRYSTAL RIVER FL 34429
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	3. Date Incorporated or Qualified 03/03/1995	4. FEI Number 59-3291982 Applied For Not Applicable	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
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9. Name and Address of Current Registered Agent ELLIS, TOM 8404 W. RAINBOW OAKS CRYSTAL RIVER FL 34428	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
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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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD ELLIS, TOM 8404 W. RAINBOW OAKS CRYSTAL RIVER FL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DVP ELLIS, INGRID 293 S. GRANNY PL LECANTO FL 34461	1.2 NAME	
TITLE	DS CAMILLERI, CAROL 8790 N. IBERIAN DR. CITRUS SPRINGS FL	1.3 STREET ADDRESS	
TITLE		1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		2.2 NAME	
TITLE		2.3 STREET ADDRESS	
TITLE		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		3.2 NAME	
TITLE		3.3 STREET ADDRESS	
TITLE		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		4.2 NAME	
TITLE		4.3 STREET ADDRESS	
TITLE		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		5.2 NAME	
TITLE		5.3 STREET ADDRESS	
TITLE		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.2 NAME	
TITLE		6.3 STREET ADDRESS	
TITLE		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: TOM ELLIS 2/13/99 (352) 795-2615
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)