


FILE NOW: FILING FEE IS \$61.25

FILED
Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90159 033 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # N96000001076					
1. Corporation Name STARBASE ATLANTIS, INC.					
Principal Place of Business NAVAL AIR STATION BLD 1907 PENSACOLA FL 32508 US			Mailing Address P.O. BOX 1104 PENACOLA FL 32595 US		



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		02/27/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-3369819	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Zip		Trust Fund Contribution	
24		29		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
EMMANUEL, PATRICK G 30 SOUTH SPRING STREET PENSACOLA FL 32501				HUGGINS, Stephen F 900 North 12th Ave Pensacola, FL 32501			
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)			
83				84 City			
				85 Zip Code			
				FL 32501			

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] (NOTE: Registered Agent signature required when reinstating) DATE 1/12/99

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	DELETED	1.1 TITLE	D	Change	Addition	
NAME	WRIGHT, TIM		1.2 NAME	4 Port Royal Way			
STREET ADDRESS	32560 SANDPIPPER DRIVE		1.3 STREET ADDRESS	PENSACOLA, FL			32501
CITY-ST-ZIP	ORANGE BEACH AL		1.4 CITY-ST-ZIP				
TITLE	D	DELETED	2.1 TITLE		Change	Addition	
NAME	JACKSON, PATRICK L		2.2 NAME				
STREET ADDRESS	101 E GOVERNMENT ST		2.3 STREET ADDRESS				32501
CITY-ST-ZIP	PENSACOLA FL		2.4 CITY-ST-ZIP				
TITLE	D	DELETED	3.1 TITLE	C	Change	Addition	
NAME	PEPPER, JOHN E		3.2 NAME	WINDHAM, PAT			
STREET ADDRESS	313 PETHERTON PLACE		3.3 STREET ADDRESS	P.O. Box 110			
CITY-ST-ZIP	PENSACOLA FL 32506		3.4 CITY-ST-ZIP	PENSACOLA, FL 32591			
TITLE	D	DELETED	4.1 TITLE		Change	Addition	
NAME	ALLCOTT, CHARLES I		4.2 NAME	3309 Whiteleaf Circle			
STREET ADDRESS	5505 BAYOU BLVD		4.3 STREET ADDRESS				32504
CITY-ST-ZIP	PENSACOLA FL		4.4 CITY-ST-ZIP				
TITLE	D	DELETED	5.1 TITLE	D	Change	Addition	
NAME	THOMPSON CLARK		5.2 NAME	HUGGINS, STEPHEN F			
STREET ADDRESS	700 S PALAFOX ST		5.3 STREET ADDRESS	900 North 12th Ave			
CITY-ST-ZIP	PENSACOLA FL		5.4 CITY-ST-ZIP	PENSACOLA, FL 32501			
TITLE	D	DELETED	6.1 TITLE		Change	Addition	
NAME	RITCHIE, MR BUZZ		6.2 NAME	17 S Palafox St, Ste 394			
STREET ADDRESS	507 EAST FAIRFIELD DRIVE		6.3 STREET ADDRESS	P.O. Box 13401, Pensacola			32591
CITY-ST-ZIP	PENSACOLA FL 32503		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] DATE: 1/5/99 DAYTIME PHONE: 850 380-2737

CR2E037 (11/98)