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FILED
May 08 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N97000006413 (5)

1. Corporation Name
SPAYD WITH HEART, INC.



Principal Place of Business: 1846 HOLLEY TIMBER ROAD COTTONDALE FL 32431
Mailing Address: 1846 HOLLEY TIMBER ROAD COTTONDALE FL 32431

3. Date Incorporated or Qualified: 11/14/1997
4. FEI Number: 59-3479351
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fee
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 1912 HOLLEY TIMBER Rd
21. Suite, Apt. #, etc.: C
22. City & State: Cottondale FL
23. Zip: 32431
24. Country: U.S.A.

9. Name and Address of Current Registered Agent
AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
81 Name: LORI ARMENTI
82 Street Address (P.O. Box Number is Not Acceptable):
83 1912 HOLLEY TIMBER Rd.
84 City: COTTONDALE FL 85 Zip Code: 32431

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: *Lori Armenti* LORI ARMENTI PRES. DATE: 1/98

12. OFFICERS AND DIRECTORS
TITLE: PD
NAME: ARMENTI, LORI
STREET ADDRESS: 1846 HOLLEY TIMBER ROAD
CITY-ST-ZIP: COTTONDALE FL 32431
TITLE: VD
NAME: VAN NEVEL, GEORGE
STREET ADDRESS: 1846 HOLLEY TIMBER ROAD
CITY-ST-ZIP: COTTONDALE FL 32431
TITLE: STD
NAME: CRAIN, CHERYL
STREET ADDRESS: 1846 HOLLEY TIMBER ROAD
CITY-ST-ZIP: COTTONDALE FL 32431

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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.

SIGNATURE: *Lori Armenti* LORI ARMENTI (850) 578-2220

CR2E037 (10/97)