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Feb 22, 1999 8:00 am  
Secretary of State

02-22-1999 90150 033 \*\*\*\*61.25

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| <b>NONPROFIT CORPORATION ANNUAL REPORT 1999</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |  <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                       |  |
| <b>DOCUMENT # N98000000314</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                         |  |
| 1. Corporation Name<br><b>SUBMERGED LAND AND BEACHES CONSERVATION ORGANIZATION, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                         |  |
| Principal Place of Business<br>8805 CAMBORNE WAY<br>ORLANDO FL 32817                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | Mailing Address<br>8805 CAMBORNE WAY<br>ORLANDO FL 32817                                                                                                                                                                                |  |
| 2. Principal Place of Business<br>21 <b>3917 MOLINA RD.</b><br>Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | 2a. Mailing Address<br>26 <b>3917 MOLINA RD.</b><br>Suite, Apt. #, etc.                                                                                                                                                                 |  |
| 22 City & State<br>23 <b>PANAMA CITY FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | 27 City & State<br>28 <b>PANAMA CITY FL</b>                                                                                                                                                                                             |  |
| 24 Zip <b>32405</b> 25 County <b>BAY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 29 Zip <b>32405</b> 30 County <b>BAY</b>                                                                                                                                                                                                |  |
| 3. Date Incorporated or Qualified<br><b>01/20/1998</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                         |  |
| 4. FEI Number <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                         |  |
| 9. Name and Address of Current Registered Agent<br><b>MILBY, RUDOLPH</b><br><b>711 MAPLE AVE.</b><br><b>PANAMA CITY FL 32401</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 10. Name and Address of New Registered Agent<br>81 Name <b>Rudolph Milby</b><br>82 Street Address (P.O. Box Number is Not Acceptable) <b>3917 MOLINA RD.</b><br>83 City <b>PANAMA CITY</b> FL 85 Zip Code <b>32405</b>                  |  |
| 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.<br>SIGNATURE <b>Rudolph Milby</b> - <b>Rudolph Milby</b> 7/29/99<br>(NOTE: Registered Agent signature required when reappointing) |  |                                                                                                                                                                                                                                         |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                                                                                                                                         |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                                                                                                                                                                                                                                         |  |
| TITLE <b>PRESIDENT - Dir.</b> <input type="checkbox"/> DELETE<br>NAME <b>TERRY HISSINS</b><br>STREET ADDRESS <b>8505 CAMBORNE WAY</b><br>CITY-ST-ZIP <b>ORLANDO, FL 32817</b>                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 1.1 TITLE <b>PRESIDENT - Dir.</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>1.2 NAME <b>TERRY HISSINS</b><br>1.3 STREET ADDRESS <b>8505 CAMBORNE WAY</b><br>1.4 CITY-ST-ZIP <b>ORLANDO, FL 32817</b>         |  |
| TITLE <b>SECRETARY</b> <input type="checkbox"/> DELETE<br>NAME <b>John Burkay</b><br>STREET ADDRESS <b>P.O. Box 27633</b><br>CITY-ST-ZIP <b>PANAMA CITY, FL 32411</b>                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 2.1 TITLE <b>John Burkay</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>2.2 NAME <b>John Burkay</b><br>2.3 STREET ADDRESS <b>P.O. Box 27633</b><br>2.4 CITY-ST-ZIP <b>PANAMA CITY, FL 32411</b>    |  |
| TITLE <b>SEC. TREAS.</b> <input type="checkbox"/> DELETE<br>NAME <b>T.A. DAWKOLD</b><br>STREET ADDRESS <b>3151 W. 10th Ct.</b><br>CITY-ST-ZIP <b>PANAMA CITY, FL 32401</b>                                                                                                                                                                                                                                                                                                                                                                                                                        |  | 3.1 TITLE <b>SEC. TREAS.</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>3.2 NAME <b>Rudolph Milby</b><br>3.3 STREET ADDRESS <b>3917 MOLINA RD.</b><br>3.4 CITY-ST-ZIP <b>PANAMA CITY, FL 32405</b> |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                                        |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                                        |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>6.2 NAME<br>6.3 STREET ADDRESS<br>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)(f), Florida Statutes. I further certify that the information indicated on this annual report or supplementary 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 all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (5/99)