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03-01-1999 90206 028 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P11992

1. Corporation Name
SPERRY MARINE INC.



Principal Place of Business % GENERAL ACCOUNTING 1070 SEMINOLE TRAIL CHARLOTTESVILLE VA 22901-2827	Mailing Address % GENERAL ACCOUNTING 1070 SEMINOLE TRAIL CHARLOTTESVILLE VA 22901-2827
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/03/1986	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 38-2688001	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip Country	28	Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24		29		30	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301				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

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input checked="" type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LANG JR, R.E.			1.2 NAME			
STREET ADDRESS	1862 FALLVIEW RD			1.3 STREET ADDRESS			
CITY-ST-ZIP	WESTLAKE VILLAGE CA			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	PRESTON, J.E.			2.2 NAME			
STREET ADDRESS	5220 CALEDA DR.			2.3 STREET ADDRESS			
CITY-ST-ZIP	WOODLAND HILLS CA			2.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	THOMAS, J. M.			3.2 NAME			
STREET ADDRESS	1400 POINSETTIA AVE			3.3 STREET ADDRESS			
CITY-ST-ZIP	MANHATTEN BEACH CA			3.4 CITY-ST-ZIP			
TITLE	V	<input checked="" type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	BICKERS, NELSON E			4.2 NAME	Cheney, Kevin M.		
STREET ADDRESS	RFD 2, BOX 73			4.3 STREET ADDRESS	1070 Seminole Trail		
CITY-ST-ZIP	KESWICK VA			4.4 CITY-ST-ZIP	Charlottesville, VA		
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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 607, 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: *X Kevin M. Cheney* **Kevin M. Cheney** 1/28/99 (804)974-2260
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)