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Feb 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P93000003046 (8)

1. Corporation Name:
NORTHERN EXPOSURE OF SPRING HILL, INC.



Principal Place of Business: 120 COMMERCIAL WAY SPRING HILL FL 34688
Mailing Address: 120 COMMERCIAL WAY SPRING HILL FL 34606-5368

3. Date Incorporated or Qualified: 01/13/1993
3a. Date of Last Report: 04/16/1996
4. FEI Number: 59-3159648
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.; 22 City & State; 23 Zip; 24 Country
2a. Mailing Address: 26 Suite, Apt. #, etc.; 27 City & State; 28 Zip; 29 Country; 30 Country

9. Name and Address of Current Registered Agent:
CAMPBELL, KATHLEEN
7715 ROTTINGHAM
PORT RICHEY FL 34688

10. Name and Address of New Registered Agent:
81 Name: KATHLEEN YANKEE
82 Street Address (P.O. Box Number is Not Acceptable): 6280 CLAY COURT
83
84 City: SPRING HILL FL 85 Zip Code: 34606

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: Kathleen A Yankee
DATE: Feb 24, 1997

12. OFFICERS AND DIRECTORS
TITLE: DPST
NAME: CAMPBELL, KATHLEEN
STREET ADDRESS: 7715 ROTTINGHAM
CITY - ST - ZIP: PORT RICHEY FL 34688
[DELETE]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: [Change] [Addition]
1.2 NAME: KATHLEEN YANKEE
1.3 STREET ADDRESS: 6280 CLAY COURT
1.4 CITY - ST - ZIP: SPRING HILL FL 34606
[Change] [Addition]
2.1 TITLE: [Change] [Addition]
2.2 NAME:
2.3 STREET ADDRESS:
2.4 CITY - ST - ZIP:
3.1 TITLE: [Change] [Addition]
3.2 NAME:
3.3 STREET ADDRESS:
3.4 CITY - ST - ZIP:
4.1 TITLE: [Change] [Addition]
4.2 NAME:
4.3 STREET ADDRESS:
4.4 CITY - ST - ZIP:
5.1 TITLE: [Change] [Addition]
5.2 NAME:
5.3 STREET ADDRESS:
5.4 CITY - ST - ZIP:
6.1 TITLE: [Change] [Addition]
6.2 NAME:
6.3 STREET ADDRESS:
6.4 CITY - ST - ZIP:

14. I do 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.

SIGNATURE: Kathleen A Yankee
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: KATHLEEN YANKEE
Date: 2-11-97
Daytime Phone #: 352-688-8899

CR2E034 (9/96)