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95 MAY -1 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

|                                               |                                                                                                                                                                                               |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CORPORATION<br/>ANNUAL REPORT<br/>1995</b> |  <b>FLORIDA DEPARTMENT OF STATE<br/>Sandra B. Morton<br/>Secretary of State<br/>DIVISION OF CORPORATIONS</b> |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                     |
|-----------------------------------------------------|
| <b>DOCUMENT # P93000036695 (3)</b>                  |
| 1. Corporation Name<br><b>LUVABLE BURPEES, INC.</b> |

|                                                                                                                   |                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>C/O EDWARD M. LIVINGSTON ESQ.<br/>POST OFFICE 1599<br/>WINTER PARK FL 32790</b> | Mailing Address<br><b>C/O EDWARD M. LIVINGSTON ESQ.<br/>POST OFFICE 1599<br/>WINTER PARK FL 32790</b> |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|

|                                                                                                     |                                                                                          |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|

|                                                                                                                                                                |                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>05/20/1993</b>                                                                                                         | 3a. Date of Last Report<br><b>05/01/1994</b>           |
| 4. FEI Number<br><b>59-3186629</b>                                                                                                                             | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired<br><input type="checkbox"/>                                                                                                   | <b>\$8.75 Additional<br/>Fee Required</b>              |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                             | <b>\$5.00 May Be<br/>Added to Fees</b>                 |
| 6. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |

|                                                                                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>LIVINGSTON, EDWARD M<br/>628 ELLEN DRIVE<br/>WINTER PARK FL 32790</b> |  |
|-----------------------------------------------------------------------------------------------------------------------------|--|

|                                                       |           |
|-------------------------------------------------------|-----------|
| 10. Name and Address of New Registered Agent          |           |
| 81 Name                                               |           |
| 82 Street Address (P.O. Box Number is Not Acceptable) |           |
| 83                                                    |           |
| 84 City                                               | <b>FL</b> |
| 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 \_\_\_\_\_ (Signature: typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when terminating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS                         |                                                                                |
|----------------------------------------------------|--------------------------------------------------------------------------------|
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <b>D<br/>SIMPSON, PATRICIA R<br/>1361 PALIMINO WAY<br/>OVIEDO FL 32765</b>     |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <b>D<br/>FINCH, VI M<br/>675 BARRINGTON CIRCLE<br/>WINTER SPRINGS FL 32708</b> |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP |                                                                                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP |                                                                                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP |                                                                                |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP |                                                                                |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12          |                                                                                                                                                                    |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11 TITLE<br>12 NAME<br>13 STREET ADDRESS<br>14 CITY - ST - ZIP | <b>D/P/T<br/>SIMPSON, PATRICIA R.<br/>1361 Palimino Way<br/>Oviedo, FL 32765</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition      |
| 21 TITLE<br>22 NAME<br>23 STREET ADDRESS<br>24 CITY - ST - ZIP | <b>D/VP/S<br/>FINCH, VI M.<br/>675 Barrington Circle<br/>Winter Springs, FL 32708</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 31 TITLE<br>32 NAME<br>33 STREET ADDRESS<br>34 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |
| 41 TITLE<br>42 NAME<br>43 STREET ADDRESS<br>44 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |
| 51 TITLE<br>52 NAME<br>53 STREET ADDRESS<br>54 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |
| 61 TITLE<br>62 NAME<br>63 STREET ADDRESS<br>64 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                  |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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 907, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Patricia R. Simpson* **PATRICIA R. SIMPSON, President** 4/24/95 407-366-1358