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Jan 29 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P94000007165 (1)

1. Corporation Name
SANDHILL, INC.

Principal Place of Business
10451 SOUTHERN BLVD.
ROYAL PALM BEACH FL 33411

Mailing Address
10284 OSPREY TRACE
WEST PALM BEACH FL 33412-1542
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/20/1994	
21	701 N. CONGRESS AVE	26		4. FEI Number 65-0464411	Applied For Not Applicable
Suite, Apt. #, etc. 22 SUITE 4		Suite, Apt. #, etc. 27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State 23 DOWNTON BEACH, FL		City & State 28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Zip 33426	25	Country	29	30
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
MEGRICHIAN, GEORGE G 10397 SOUTHERN BLVD. NO. 405 ROYAL PALM BEACH FL 33411				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 607.0506, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	MEGRICHIAN, GEORGE G	1.2 NAME	
STREET ADDRESS	10284 OSPREY TRACE SOUTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 33412	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	
NAME	MEGRICHIAN, DONNA W	2.2 NAME	
STREET ADDRESS	10284 OSPREY TRACE SOUTH	2.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL 33412	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE:

[Signature]
MEGRICHIAN

1/23/98

361-624-8884

CR2E034 (10/97)