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Feb 22, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000046149

1. Corporation Name
STILL WATERS DEVELOPMENT, INC.



Principal Place of Business 2002 N. LOIS AVENUE STE. 410 TAMPA FL 33607	Mailing Address 2002 N. LOIS AVENUE STE. 410 TAMPA FL 33607
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 5603 ANDERSON RD. Suite, Apt. #, etc. 22 City & State 23 TAMPA, FL. Zip 24 33614	2a. Mailing Address 26 5603 ANDERSON RD. Suite, Apt. #, etc. 27 City & State 28 TAMPA, FL. Zip 29 33614	Country 25 U.S.A. 30 U.S.A.
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3. Date Incorporated or Qualified 06/16/1994	4. FEI Number 59-3247662	Applied For <input 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	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

BIRD, JAMES R
2002 N. LOIS AVENUE
STE. 410
TAMPA FL 33607

10. Name and Address of New Registered Agent

81 Name **BIRD, JAMES R.**
 82 Street Address (P.O. Box Number is Not Acceptable)
5603 ANDERSON RD.
 83
 84 City **TAMPA, FL. 33614** **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 James R. Bird DATE 1-6-99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DVP	NAME CORDELL, JOHN A JR.	1.1 TITLE	DVP
STREET ADDRESS 10024 KENDA DRIVE	CITY-ST-ZIP RIVERVIEW FL	1.2 NAME	GEORGE R. BIRD
TITLE PTD	NAME BIRD, JAMES R R.	1.3 STREET ADDRESS	11898 FEATHERWOOD DR.
STREET ADDRESS 18034 WAYNE RD.	CITY-ST-ZIP ODESSA FL	1.4 CITY-ST-ZIP	ST. LOUIS, MO.
TITLE D	NAME BIRD, GEORGE R	2.1 TITLE	
STREET ADDRESS 11898 FEATHERWOOD DRIVE	CITY-ST-ZIP ST. LOUIS MI	2.2 NAME	
TITLE SD	NAME CARLTON, ALICE	2.3 STREET ADDRESS	
STREET ADDRESS P.O. BOX 3052 N/A	CITY-ST-ZIP BRANDON FL	2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	
STREET ADDRESS	CITY-ST-ZIP	3.2 NAME	
TITLE	NAME	3.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	
STREET ADDRESS	CITY-ST-ZIP	4.2 NAME	
TITLE	NAME	4.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	
STREET ADDRESS	CITY-ST-ZIP	5.2 NAME	
TITLE	NAME	5.3 STREET ADDRESS	
STREET ADDRESS	CITY-ST-ZIP	5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	
STREET ADDRESS	CITY-ST-ZIP	6.2 NAME	
TITLE	NAME	6.3 STREET ADDRESS	
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: James R. Bird **JAMES R. BIRD, Pres.** DATE: 1-7-99 DAYTIME PHONE: 813-886-7761

CR2E034 (1/1/98)