

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000090956 (1)

1. Corporation Name
HILLSBOROUGH HOLDINGS, INC.

Principal Place of Business
6202 BENJAMIN ROAD, STE. 100
TAMPA FL 34683-1314

Mailing Address
6202 BENJAMIN ROAD, STE. 100
TAMPA FL 34683-1314



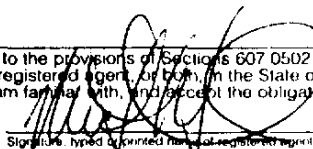
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/16/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number APPLIED FOR 59-3288546	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	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent ALLWEISS, MICHAEL D ESQ 111 2ND AVE NE STE 620 ST PETERSBURG FL 33701				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



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

(NOTE: Registered Agent signature required when reinstating)

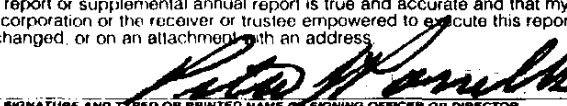
DATE

4/28/98

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	PORCELLI, PETER J JR			1.2 NAME			
STREET ADDRESS	6202 BENJAMIN ROAD			1.3 STREET ADDRESS			
CITY - ST - ZIP	TAMPA FL			1.4 CITY - ST - ZIP			
TITLE	ST	<input checked="" type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	WALFORD, MICHELE			2.2 NAME			
STREET ADDRESS	6202 BENJAMIN RD., SUITE 100			2.3 STREET ADDRESS			
CITY - ST - ZIP	TAMPA FL 33634			2.4 CITY - ST - ZIP			
TITLE	VP	<input checked="" type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	ANDERSON, JOHN R			3.2 NAME			
STREET ADDRESS	6202 BENJAMIN RD			3.3 STREET ADDRESS			
CITY - ST - ZIP	TAMPA FL			3.4 CITY - ST - ZIP			
TITLE	VP	<input checked="" type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HAGA, ROBERT			4.2 NAME			
STREET ADDRESS	6202 BENJAMIN RD			4.3 STREET ADDRESS			
CITY - ST - ZIP	TAMPA FL			4.4 CITY - ST - ZIP			
TITLE	VP	<input checked="" type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	PORCELLI, PETER J SR			5.2 NAME			
STREET ADDRESS	6202 BENJAMIN RD			5.3 STREET ADDRESS			
CITY - ST - ZIP	TAMPA FL			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.

SIGNATURE:



4/24/98 813-887-1800

CR2E034 (10/97)