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Secretary of State

04-09-1999 90032 009 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000036669

1. Corporation Name
RED BARON EXPRESS, INC.

Principal Place of Business
 8488 W. HILLSBOROUGH AVE. STE 224
 TAMPA FL 33615

Mailing Address
 8488 W. HILLSBOROUGH AVE. STE 224
 TAMPA FL 33615

DO NOT WRITE IN THIS SPACE

| | |
|--|---------------------------------------|
| 3. Date Incorporated or Qualified 05/05/1995 | Applied For Not Applicable |
| 4. FEI Number 65-0580752 | |
| 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 type="checkbox"/> No | |

| | |
|---|--|
| 2. Principal Place of Business 21 6911 Sheldon Road | 2a. Mailing Address 26 6911 Sheldon Road |
| Suite, Apt. #, etc. 22 Suite B | Suite, Apt. #, etc. 27 Suite B |
| City & State 23 TAMPA FL | City & State 28 TAMPA FL |
| Zip 24 33615 | Country 29 33615 |

| | |
|--|--|
| 9. Name and Address of Current Registered Agent GALLOPS, KEITH 8445 FLAGSTONE DR. TAMPA FL 33615 | 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------------|---|---|
| TITLE | PD <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GALLOPS, KEITH | 1.2 NAME | |
| STREET ADDRESS | 8445 FLAGSTONE DRIVE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | TAMPA FL 33615 | 1.4 CITY-ST-ZIP | |
| TITLE | VD <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GALLOPS, DEWEY | 2.2 NAME | |
| STREET ADDRESS | 4623 BAYCREST DRIVE | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | TAMPA FL 33615 | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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, with all other like empowered.

SIGNATURE: SIGNATURE KEITH GALLOPS 4/5/99 813-888-7339
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRZE034 (1/198)