

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

FILED  
Feb 09 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 # P95000037787 (5)  
1. Corporation Name  
FOOTHILLS INC.



Principal Place of Business Mailing Address  
3773 CENTRAL AVE., # A518 3773 CENTRAL AVE., # A518  
ST. PETERSBURG FL 33713-8338 ST. PETERSBURG FL 33713-8338

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		05/11/1995	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-3373406	
24 Country		29 Country		5. Certificate of Status Desired	
				8.75 Additional Fee Required	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	
				Yes No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WINEBRENNER, J.M.  
3773 CENTRAL AVE.  
ST. PETERSBURG FL 33713-8338

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 fee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPD	1.1 TITLE	Change Addition
NAME	ASHER, MICHAEL	1.2 NAME	
STREET ADDRESS	1838 SPRUCE STREET, APT 1A	1.3 STREET ADDRESS	1084 Bluebell Dr
CITY-ST-ZIP	LIVERMORE CA	1.4 CITY-ST-ZIP	Livermore CA 94550
TITLE	PD	2.1 TITLE	Change Addition
NAME	ASHER, DORTHA A	2.2 NAME	
STREET ADDRESS	1838 SPRUCE STREET, APT 1A	2.3 STREET ADDRESS	1084 Bluebell Dr
CITY-ST-ZIP	LIVERMORE CA	2.4 CITY-ST-ZIP	Livermore CA 94550
TITLE		3.1 TITLE	Change Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	Change 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: MICHAEL ASHER 1/21/98 (510) 606-2547

CR2E034 (10/97)