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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P95000049378 (9)

1. Corporation Name
SAGE HOLDINGS, INC.

Principal Place of Business

240 NORTH WASHINGTON BOULEVARD STE 200
SARASOTA FL 34236

Mailing Address

240 NORTH WASHINGTON BOULEVARD STE 200
SARASOTA FL 34236

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 9. Name and Address of Current Registered Agent

SIEB, DOUGLAS M ESQ.
240 NORTH WASHINGTON BOULEVARD STE 200
SARASOTA FL 34236

2a. Mailing Address

26 6023 26th St. West

27 162 Suite, Apt. #, etc.

28 Bradenton, FL City & State

29 34207 Zip Country

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 #162
84 Bradenton FL 85 Zip Code 34207

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

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

P SMITH, GARY R
240 N. WASHINGTON BLVD, #200
SARASOTA FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP FOSTER, DAVID G.
240 N. WASHINGTON BLVD, #200
SARASOTA FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S FOSTER, DAVID G.
240 N. WASHINGTON BLVD, #200
SARASOTA FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

T SMITH, GARY R
240 N. WASHINGTON BLVD, #200
SARASOTA FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

T SMITH, GARY R
240 N. WASHINGTON BLVD, #200
SARASOTA FL

TITLE NAME STREET ADDRESS CITY-ST-ZIP

T SMITH, GARY R
240 N. WASHINGTON BLVD, #200
SARASOTA FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

VP MOSIER, WILLIAM E
6023 26th St. West #162
Bradenton, FL 34207

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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: Gary R. Smith President 941-952-5879

CR2E034 (10/97)