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PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P95000060179

1. Corporation Name
ROYALTY VENTURES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: P.O. BOX 1247, SANTA ROSA BEACH FL 32459
 Mailing Address: P.O. BOX 1247, SANTA ROSA BEACH FL 32459

3. Date Incorporated or Qualified: 08/03/1995
 4. FEI Number: 59-3328706
 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 the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 20491 THE GRANADA, 22 SUITE 7, 23 DUNNELLON, 24 34432, 25 USA
 2a. Mailing Address: 26 20491 THE GRANADA, 27 SUITE 7, 28 DUNNELLON, 29 34432, 30 USA

9. Name and Address of Current Registered Agent
 WINROW, THOMAS L
 35 LACANOSA BLVD
 SANTA ROSA BEACH FL 32459

10. Name and Address of New Registered Agent
 81 Name: THOMAS L. WINROW
 82 Street Address (P.O. Box Number is Not Acceptable): 16283 SW 57th STREET
 83
 84 City: OCALA, FL 85 Zip Code: 34481

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: Thomas L. Winrow - THOMAS L. WINROW - PRESIDENT 3/5/99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	PTD
NAME	WINROW, THOMAS	1.2 NAME	WINROW, THOMAS
STREET ADDRESS	P.O. BOX 1247 N/A	1.3 STREET ADDRESS	20491 THE GRANADA - SUITE 7
CITY-ST-ZIP	SANTA ROSA BEACH FL	1.4 CITY-ST-ZIP	DUNNELLON, FLORIDA 34432
TITLE	SD	2.1 TITLE	SD
NAME	KAVATHAS, SAMUEL A	2.2 NAME	KAVATHAS, SAMUEL A.
STREET ADDRESS	P.O. BOX 1247 N/A	2.3 STREET ADDRESS	20491 THE GRANADA - SUITE 7
CITY-ST-ZIP	SANTA ROSA BEACH FL	2.4 CITY-ST-ZIP	DUNNELLON, FLORIDA 34432
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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: Thomas L. Winrow - THOMAS L. WINROW 3/5/99 352-489-4085
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (11/98)