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Jan 27 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 # P95000077138 (2)
1. Corporation Name
TARPON DEVELOPMENT CORP.



Principal Place of Business
28059 US HIGHWAY 19 NORTH
SUITE 100
CLEARWATER FL 34621

Mailing Address
28059 US HIGHWAY 19 NORTH
SUITE 100
CLEARWATER FL 34621

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

33761

28 Zip Country

29 33761

g. Name and Address of Current Registered Agent

KIMPTON, WILLIAM J ESQ.
28059 U.S. HWY. 19 NORTH
SUITE 100
CLEARWATER FL 34621

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code
33761

10. Name and Address of New Registered Agent

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 PD
NAME ONORIO, CARLESIMO
STREET ADDRESS PO BOX 838, 811 HEDDEN CT.
CITY-ST-ZIP OZONA FL 34080

TITLE VPD
NAME FRANK, JOHN P.
STREET ADDRESS 10010 U.S. HWY. 19
CITY-ST-ZIP PORT RICHEY FL 34088

TITLE STD
NAME KIMPTON, WILLIAM J.
STREET ADDRESS 28059 US HIGHWAY 19 NORTH, #100
CITY-ST-ZIP CLEARWATER FL 34621

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

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

WILLIAM J. KIMPTON

JAN 5, 1997

CR2E034 (10/97)