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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90073 024 ***150.00

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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P95000086201

1. Corporation Name
DV SHELL, INC.

Principal Place of Business
2455 N. TAMiami TR., APT. #10-25
SARASOTA FL 34234

Mailing Address
3312 32 ST. W.
BRADENTON FL 34205



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 PO Box 48515

27 Suite, Apt. #, etc.

28 City & State

SARASOTA FL

29 Zip Country

30 34230 SARASOTA

3. Date Incorporated or Qualified

11/08/1995

4. FEI Number

65-0632538

Applied For

Not Applicable

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

9. Name and Address of Current Registered Agent

SHELLEY, DONALD D
3312 32ND ST W
BRADENTON FL 34205

10. Name and Address of New Registered Agent

81 Name

DONALD D. Shelley

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

2455 N. TAMiami TRAIL

83

84 City

SARASOTA

FL

85 Zip Code

34234

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

DONALD D. Shelley

(NOTE: Registered Agent signature required when reinstating)

DATE

3-22-99

12. OFFICERS AND DIRECTORS

TITLE S
NAME SHELLEY, JOSEPH SCOTT
STREET ADDRESS 2706 32ND ST W
CITY-ST-ZIP BRADENTON FL

TITLE T
NAME SHELLEY, GREGORY D
STREET ADDRESS 2706 15TH AVE W
CITY-ST-ZIP BRADENTON FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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 S
1.2 NAME ERIC P. JOHNSON
1.3 STREET ADDRESS 1320 6th ST 309C
1.4 CITY-ST-ZIP SARASOTA FL 34234

2.1 TITLE VP
2.2 NAME GREGORY D. Shelley
2.3 STREET ADDRESS 2706 15th Ave W
2.4 CITY-ST-ZIP Bradenton FL 34205

3.1 TITLE T
3.2 NAME Joseph Scott Shelley
3.3 STREET ADDRESS 2706 15th Ave W
3.4 CITY-ST-ZIP Bradenton FL 34205

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, with all other like empowered.

SIGNATURE:

DONALD D. Shelley

DATE

3-22-99

941-906 8776

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

MINUTES

P95000086201
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OF

D.V. SHELL, INC.

Incorporated under the Laws of

THE STATE OF FLORIDA

MINUTES OF ANNUAL MEETING
OF
D.V.SHELL, INC.

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The annual meeting of the Incorporators and Directors of D.V. Shell, Inc was held at 2455 N. Tamiami Trail, Sarasota Fl. 34234 on November 10, 1998. Donald Shelley called the roll and found that the following shareholders, and or incorporators named in the articles of incorporation were present in person.

Donald D. Shelley

Gregory D. Shelley

Eric P. Johnson

Joseph Scott Shelley

Donald Shelley read the minutes of the 1997 Annual meeting of D.V. Shell, Inc, held at 3112 32nd st W. Bradenton Florida, 34205

Minutes were approved as read.

Proposed changes in the board of directors are as follows.

Donald D. Shelley shall remain President.

Gregory D. Shelley was nominated and elected Vice President

Joseph Scott Shelley was nominated and elected Treasurer

Eric P. Johnson was nominated and elected Secretary.

The following were duly nominated and, a vote having been taken, were elected Directors of the corporation to serve until the next annual meeting of the shareholders or until such time as their successors are elected and qualified.

President: Donald D. Shelley

Vice President: Gregory D. Shelley

Secretary: Eric P. Johnson

Treasurer: Joseph S. Shelley

John E. Wickman, of Blalock, Landers, Walters & Vogler, PA, shall remain counsel for the corporation, and assistant secretary for the Corporation to serve indefinitely, or until his services as legal representation are deemed unnecessary.

Donald D. Shelley read Article by Article, the By-laws for the regulation of the business and affairs of the Corporation. No changes were made to the by-laws.

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RESOLVED: The Corporation executed assignment of all rights to subscribe to the capital stock of the Corporation as follows: 6.8(34 shares) to Donald D. Shelley and 1% (5 shares) to Gregory D. Shelley and 1% (5shares) to Eric P. Johnson and 1% (5 shares to Joseph S. Shelley and 90.2% (51 shares) to the Corporations Board of Directors for future issuance at its direction and discretion.

Upon motion duly made, seconded and carried, it was

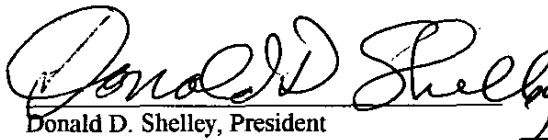
RESOLVED: That the Board of Directors finds that the assignment of subscription is in proper form and it shall be accepted by the board of this corporation as submitted.

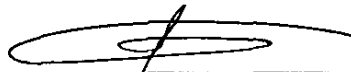
Shareholder	No. of Shares	Consideration
Donald D. Shelley	34	\$34.00
Gregory D. Shelley	5	5.00
Eric P. Johnson	5	5.00
Joseph S. Shelley	5	5.00
D.V. Shell, Inc.	51	51.00

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

DATED: November 10 1998

Approved:


Donald D. Shelley, President


Eric P. Johnson , Secretary

