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FILED  
Apr 20, 1999 8:00 am  
Secretary of State

04-20-1999 90053 003 \*\*\*150.00

| PROFIT CORPORATION<br>ANNUAL REPORT<br>1999                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                             | FLORIDA DEPARTMENT OF STATE<br>Katherine Harris<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                    |                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>DOCUMENT # P96000020817</b><br>1. Corporation Name<br><b>SOUTHERN B'S, INC.</b>                                                                                                                                                                                                                                                                                                                                                                              |                                                                             |                                                                                                                                                      |                                                                   |
| Principal Place of Business<br>965 THOMPSON NURSERY ROAD<br>LAKE WALES FL 33853                                                                                                                                                                                                                                                                                                                                                                                 |                                                                             | Mailing Address<br>965 THOMPSON NURSERY ROAD<br>LAKE WALES FL 33853                                                                                  |                                                                   |
| DO NOT WRITE IN THIS SPACE                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                             |                                                                                                                                                      |                                                                   |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                             |                                                                             | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                             |                                                                   |
| 3. Date Incorporated or Qualified<br>03/06/1996                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                             | 4. FEI Number<br>59-3366126                                                                                                                          |                                                                   |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                             | Applied For<br>Not Applicable                                                                                                                        |                                                                   |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                              |                                                                             | \$8.75 Additional Fee Required<br>\$5.00 May Be Added to Fees                                                                                        |                                                                   |
| 7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                            |                                                                             | 8. Name and Address of New Registered Agent                                                                                                          |                                                                   |
| 9. Name and Address of Current Registered Agent<br>GRESHAM, GREGORY L<br>918-A DREW STREET<br>CLEARWATER FL 34615                                                                                                                                                                                                                                                                                                                                               |                                                                             | 81 Name<br>Kohl + Company<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>One Scenic Central - Suite 800<br>83<br>84 Lake Wales FL 33859 |                                                                   |
| 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 except the obligations of, Section 607.0505, Florida Statutes. |                                                                             |                                                                                                                                                      |                                                                   |
| SIGNATURE <u>THOMAS E. KOHL, PRESIDENT</u> <u>Thomas E. Kohl</u> 5/4/99<br>Signature, typed or printed name of registered agent and title if applicable. (NO FE: Registered Agent signature required when reappointing)                                                                                                                                                                                                                                         |                                                                             |                                                                                                                                                      |                                                                   |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                             | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                |                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | DP<br>BELVEAU, STEPHAN S<br>965 THOMPSON NURSEY ROAD<br>LAKE WALES FL 33853 | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | DVP<br>BELVEAU, DENIS<br>965 THOMPSON NURSEY ROAD<br>LAKE WALES FL 33853    | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | S<br>BELVEAU, SINDY<br>965 THOMPSON NURSERY RD<br>LAKE WALES FL             | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | Y<br>BELVEAU, MARYSE<br>965 THOMPSON NURSERY RD<br>LAKE WALES FL            | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                             | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                             | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP                                                                                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

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 my address, with all other like empowered.

SIGNATURE: THOMAS E. KOHL, PRESIDENT  
Signature, typed or printed name of signing officer or director

4-4-99 941-676-2588  
Date Daytime Phone

CRZE034 (1/98)