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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

• PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS					
DOCUMENT # P96000023523 1. Corporation Name <i>The Nesting Box, Inc.</i>							
Principal Place of Business 2810-24 Sharer Rd. Tallahassee, FL 32312		Mailing Address Same					
2. Principal Place of Business 21 Same Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29					
3. Date Incorporated or Qualified 3/15/96		3a. Date of Last Report None					
4. FEI Number Applied For		Applied For Not Applicable					
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required					
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees					
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
9. Name and Address of Current Registered Agent Paralegal & Attorney Service Bureau, Inc. 1406 Hays St., Suite 2 Tallahassee, FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code					
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 (Type or print name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE							
12. OFFICERS AND DIRECTORS 1.1 P/D D. W. Cromartie <input type="checkbox"/> DELETE 1.2 NAME 2810-24 Sharer Rd. 1.3 STREET ADDRESS Tallahassee, FL 32312 1.4 CITY-ST-ZIP 1.5 TITLE <input type="checkbox"/> DELETE 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY-ST-ZIP 1.9 TITLE <input type="checkbox"/> DELETE 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY-ST-ZIP 1.13 TITLE <input type="checkbox"/> DELETE 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY-ST-ZIP 1.17 TITLE <input type="checkbox"/> DELETE 1.18 NAME 1.19 STREET ADDRESS 1.20 CITY-ST-ZIP				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME Kathleen J. Hill 1.3 STREET ADDRESS 11406 Hays St., Suite 2 1.4 CITY-ST-ZIP Tallahassee, FL 32301 1.5 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY-ST-ZIP 1.9 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY-ST-ZIP 1.13 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY-ST-ZIP 1.17 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.18 NAME 1.19 STREET ADDRESS 1.20 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: <i>Kathleen J. Hill</i> <i>Kathleen J. Hill</i> 4/30/97 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #							

CR2E034 (9/96)