SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 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 # P96000037212 (3)

1. Corporation Name
MASON-PHILLIPS MANAGEMENT COMPANY

Principal Place of Business
~~472 OSCEOLA AVENUE~~
JACKSONVILLE ~~BEACH~~ FL 32250

Mailing Address
~~472 OSCEOLA AVENUE~~
JACKSONVILLE BEACH ~~FL 32250~~

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/29/1996

4. FEI Number
62-1638655 [ ] 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 or has paid the current year Intangible Personal Property Tax due June 30. [X] Yes [ ] No

2. Principal Place of Business
21 2320 S. Third St. S.
Suite, Apt. #, etc.
22 # 11
City & State
23 Jacksonville Beach
Zip 24 32250 Country 25 Duval

2a. Mailing Address
26 2320 S. Third St. S.
Suite, Apt. #, etc.
27 # 11
City & State
28 Jacksonville Beach
Zip 29 32250 Country 30 Duval

9. Name and Address of Current Registered Agent
HARTMAN, CHARLES E.
472 OSCEOLA AVE.
JACKSONVILLE FL 32250

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
2320 S THIRD ST
83 SUITE 11
84 City JACKSONVILLE BEACH FL 85 Zip Code 32250

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: (Required: Signature of a current officer or director of the corporation or a new registered agent.) (Rev. 8 Registered Agent signature required when applicable) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	HARTMAN, CHARLES E	
STREET ADDRESS	472 OSCEOLA AVE.	
CITY ST ZIP	JACKSONVILLE BEACH FL 32250	
TITLE	D	[X] DELETE
NAME	HARTMAN, AMANDA	
STREET ADDRESS	472 OSCEOLA AVE.	
CITY ST ZIP	JACKSONVILLE BEACH FL 32250	
TITLE	D	[X] DELETE
NAME	SHAW, BURRELL	
STREET ADDRESS	472 OSCEOLA AVE.	
CITY ST ZIP	JACKSONVILLE BEACH FL 32250	
TITLE	D	[X] DELETE
NAME	SHAW, PAM	
STREET ADDRESS	472 OSCEOLA AVE.	
CITY ST ZIP	JACKSONVILLE BEACH FL 32250	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY ST ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY ST ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	D. Vanessa Lynn HARTMAN	[ ] Change [X] Addition
12 NAME	2320 S. Third St.	
13 STREET ADDRESS	Suite 11	
14 CITY ST ZIP	Jacksonville Beach, FL. 32250	
21 TITLE	D. Rosa Bouchelle	[ ] Change [X] Addition
22 NAME	2320 S. Third St.	
23 STREET ADDRESS	Suite 11	
24 CITY ST ZIP	Jacksonville Beach, FL. 32250	
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY ST ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY ST ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY ST ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 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: [signature] Pres 9.30.98 904/270.1042

CR2E084 (5-95)