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FILED

Feb 27 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P96000044700 (8)

1. Corporation Name

TAMPA BAY FOOTACTION, INC.



Principal Place of Business

C/O MELVILLE CORPORATION  
ONE THEALL ROAD  
RYE NY 10580

Mailing Address

C/O MELVILLE CORPORATION  
ONE THEALL ROAD  
RYE NY 10580-1404

3. Date Incorporated or Qualified

05/24/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 TAMPA BAY CTR  
Suite, Apt. #, etc. KING BLVD

26 7880 BENT BRANCH DR.  
Suite, Apt. #, etc. #100

22 3302 W. MARTIN LUTHER  
City & State

27 #100  
City & State

23 TAMPA, FL  
Zip

Country

24 33607

25 USA

28 IRVING, TX  
Zip

29 75063

Country

30 USA

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY  
1201 HAYS STREET  
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

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	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	P/D RALPH T. PARKS
1.3 STREET ADDRESS	7880 BENT BRANCH DR. #100
1.4 CITY-ST-ZIP	IRVING, TX 75063
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	V/D CHARLES M. ALBERT
2.3 STREET ADDRESS	7880 BENT BRANCH DR. #100
2.4 CITY-ST-ZIP	IRVING, TX 75063
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	T HOMER W. GREER
3.3 STREET ADDRESS	7880 BENT BRANCH DR. #100
3.4 CITY-ST-ZIP	IRVING, TX 75063
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	S MARK W. MAYER
4.3 STREET ADDRESS	7880 BENT BRANCH DR. #100
4.4 CITY-ST-ZIP	IRVING, TX 75063
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

MARK W. MAYER

2-18-97

972-501-5000

Date Daytime Phone #

CR2E034 (9/96)