

FILE NOW: FILING FEE AFTER MAY 1ST IS \$350.00

AMENDED
\$61.25

+ 35 Filing Fee
98 JUN 11 AM 9:14

96.25 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P96000045527(4)
1. Corporation Name
EARTHTONES INC.

Principal Place of Business: (SAME)
5352 SW RANCHITO ST.
PALM CITY, FL 34990
US

Mailing Address: (change)
5352 SW RANCHITO ST
PALM CITY, FL 34990
US

2. Principal Place of Business: 21 State, Apt. #, etc. 22 City & State. 23 Zip. 24 Country.

2a. Mailing Address: 26 5352 SW RANCHITO ST. 27 State, Apt. #, etc. 28 PALM CITY, FL. 29 Zip 34990. 30 Country US.

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

4. FEI Number 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. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

B1 Name JAYNE L. WALDEN
B2 Street Address (P.O. Box Numbers Not Acceptable) 5352 SW RANCHITO ST
B3
B4 City PALM CITY FL B5 Zip Code 34990

11. Pursuant to the provisions of Sections 607.0501 and 607.1506, 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. This 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: *Jayne L. Walden* JAYNE L. WALDEN 6/9/98

12. OFFICERS AND DIRECTORS

TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	MILLER, DONALD R	
STREET ADDRESS	9879 SCORY LANE	
CITY, ST, ZIP	STUART, FL	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	MILLER, Kimberly	
STREET ADDRESS	9879 SCORY LANE	
CITY, ST, ZIP	STUART, FL	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	WALDEN, PETER W	
STREET ADDRESS	5352 SW RANCHITO ST	
CITY, ST, ZIP	PALM CITY, FL 34990	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WALDEN, Jayne	
STREET ADDRESS	5352 SW RANCHITO ST	
CITY, ST, ZIP	PALM CITY, FL 34990	
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

11 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME		
13 STREET ADDRESS		
14 CITY, ST, ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
21 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME		
23 STREET ADDRESS		
24 CITY, ST, ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
31 TITLE	D, P, T, C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	WALDEN, PETER W.	
33 STREET ADDRESS	5352 SW RANCHITO ST.	
34 CITY, ST, ZIP	PALM CITY, FL 34990	
41 TITLE	D, V, S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	WALDEN, Jayne L.	
43 STREET ADDRESS	5352 SW RANCHITO ST.	
44 CITY, ST, ZIP	PALM CITY, FL 34990	
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME		
53 STREET ADDRESS		
54 CITY, ST, ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME		
63 STREET ADDRESS		
64 CITY, ST, ZIP		

14. I hereby certify that the information reported herein is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or agent of the corporation or the person or persons empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this report, as required by the statute.

SIGNATURE: *Jayne L. Walden* JAYNE L. WALDEN 6/9/98 561-223-9089

CR2E034 (10/97)

JUN 16 1998