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FILED
Feb 12 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 # P96000056637 (7)

1. Corporation Name

ALL-STAR FUN PARKS, INC.

Principal Place of Business

11506 N.W. 129TH TERRACE
ALACHUA FL 32615

Mailing Address

11506 N.W. 129TH TERRACE
ALACHUA FL 32615

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/05/1996

4. FEI Number

59-3392441

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

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30

9. Name and Address of Current Registered Agent

MIKELL, CRAIG D
210 N.W. 75TH DRIVE
SUITE 1
GAINESVILLE FL 32607

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
D MIKELL, CRAIG D
11506 N.W. 129TH TERRACE
ALACHUA FL 32615

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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CITY-ST-ZIP

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NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE
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

Craig D. Mikell

1271-8X

3423325554

CR2E034 (10/97)