

07281999-90006-022-\$158.75-\$158.75

| PROFIT CORPORATION ANNUAL REPORT 1999                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                 | FLORIDA DEPARTMENT OF STATE<br>Katherine Harris<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                |                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>DOCUMENT #</b> P96000082352<br>1. Corporation Name<br>Hill Automotive, Inc.                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                                                                                                                                  |                                                                                                                                              |
| Principal Place of Business<br>234 Industrial Loop<br>Orange Park, FL 32073                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                 | Mailing Address<br>234 Industrial Loop<br>Orange Park, FL 32073                                                                                  |                                                                                                                                              |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                 | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country                                                               |                                                                                                                                              |
| 3. Date Incorporated or Qualified<br>10/01/1996                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 | 4. FEI Number<br>59-3405499                                                                                                                      |                                                                                                                                              |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                             |                                                                                                 | 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees                                                              |                                                                                                                                              |
| 7. This corporation owes the current year Intangible Personal Property Tax <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                             |                                                                                                 | 8. Name and Address of Current Registered Agent<br>James A. Hill, Sr.<br>234 Industrial Loop<br>Orange Park, FL 32073                            |                                                                                                                                              |
| 9. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code                                                                                                                                                                                                                                                                                                                 |                                                                                                 | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code |                                                                                                                                              |
| 11. Pursuant to the provisions of Sections 607.0502 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. 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 _____ DATE _____<br>(NOTE: Registered Agent signature required when reappointing)                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                 |                                                                                                                                                  |                                                                                                                                              |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                 | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                            |                                                                                                                                              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | James A. Hill, Jr.<br>127 Jupiter Lane<br>Orange Park, FL 32073 <input type="checkbox"/> DELETE | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP                                                                                   | PRESIDENT<br>JAMES A HILL JR<br>615 CHAMPLAIN ROAD<br>ORANGE PARK FL 32073 <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | Jefferson S. Hill<br>127 Jupiter Lane<br>Orange Park, FL 32073 <input type="checkbox"/> DELETE  | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP                                                                                   | SEC/TREAS.<br>JEFFERSON S HILL<br>3008 WAVELINE CT<br>MIDDLEBORO FL 32068 <input type="checkbox"/> Change <input type="checkbox"/> Addition  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                                                 | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                                                 | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                                                 | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                            |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> DELETE                                                                 | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                            |

SIGNATURE: Jefferson S. Hill  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

7/23/99 904/269-6777  
Date Daytime Phone

CR2ED034 (1/1/98)