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**Apr 04 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 # P96000092734 (8)

1. Corporation Name
1,2,3 BUY-OUT, INC.



Principal Place of Business
**1206 MANATEE AVENUE WEST
BRADENTON FL 34205**

Mailing Address
**P.O. BOX 400
BRADENTON FL 34206-0400**

3. Date Incorporated or Qualified
11/12/1996

3a. Date of Last Report

2. Principal Place of Business
21

2a. Mailing Address
26 4008 BAYSIDE DRIVE

Suite, Apt. #, etc.

4. FEI Number
65-0720886

Applied For
Not Applicable

22 City & State

27 City & State
BRADENTON, FL

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 Zip
34210

28 Zip
34210

Country
U.S.A.

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24

25

29

30

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**KIRKLAND, W. NELSON
1206 MANATEE AVENUE WEST
BRADENTON FL 34205**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D	<input checked="" type="checkbox"/> DELETE
NAME KIRKLAND, W. NELSON	
STREET ADDRESS 1206 MANATEE AVENUE WEST	
CITY-ST-ZIP BRADENTON FL 34205	
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	

1.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME JOHN DENTON	
1.3 STREET ADDRESS 4008 BAYSIDE DRIVE	
1.4 CITY-ST-ZIP BRADENTON, FL 34210	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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: *John W. Denton* **JOHN W. DENTON, PRES.** **4-1-97** **941-758-4590**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)