

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION
ANNUAL REPORT
1998

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

DOCUMENT # P96000093218

1. Corporation Name

CARTER ENVIRONMENTAL SERVICES, INC.

Principal Place of Business

Mailing Address

9 Cove Road
Melbourne Beach, FL
32951

9 Cove Road
Melbourne Beach, FL
32951

FILED

98 JUL 28 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

| | | | | | | | |
|---|--|------------------------|--|--|--|----------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 4. FEI Number | | Applied For | |
| 21 Suite, Apt. #, etc. | | 26 Suite, Apt. #, etc. | | 59-3412406 | | Not Applicable | |
| 22 City & State | | 27 City & State | | 6. Certificate of Status Desired | | X \$8.75 Additional Fee Required | |
| 23 Zip | | 28 Zip | | 6. Election Campaign Financing | | Trust Fund Contribution | |
| 24 Country | | 29 Country | | 30 | | X \$5.00 May Be Added to Fees | |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |

F & L Corp.
The Greenleaf Building, Third Floor
200 Laura Street
Jacksonville, FL 32202-3527

| | |
|----|--|
| 81 | Name |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 | |
| 84 | City |
| 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE | PTS | 1.1 TITLE | V |
| NAME | CARTER, JAMES | 1.2 NAME | Robert E. Penoyer |
| STREET ADDRESS | 9 Cove Road | 1.3 STREET ADDRESS | 9 Cove Road |
| CITY-ST-ZIP | Melbourne Beach, FL 32951 | 1.4 CITY-ST-ZIP | Melbourne Beach, FL 32951 |
| TITLE | | 2.1 TITLE | |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 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

JAMES H. CARTER, PRESIDENT 7/28/98 (407) 773-8212

CP2E034 (10/97)