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Mar 01, 1999 8:00 am
Secretary of State

03-01-1999 90046 040 ***150.00

PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000099599

1. Corporation Name
HARDLEY, INC.

Principal Place of Business
122 MARINE STREET
ST. AUGUSTINE FL 32084

Mailing Address
POST OFFICE BOX 4077
ST. AUGUSTINE FL 32085



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 12/03/1996	Applied For Not Applicable
4. FEI Number 59-3418510	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 21 PO DRAWER 4050
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 23 ST. AUGUSTINE, FL
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent

HALL, CHARLES E JR.
25 OLD MISSION AVE
ST. AUGUSTINE FL 32084

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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]* (NOTE: Registered Agent signature required when reinstating) DATE: 1/21/99

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	RUFFIN, THOMAS C	
STREET ADDRESS	122 MARINE STREET	
CITY-ST-ZIP	ST. AUGUSTINE FL 32084	
TITLE	VPSD	<input type="checkbox"/> DELETE
NAME	RUFFIN, MELANIE	
STREET ADDRESS	122 MARINE STREET	
CITY-ST-ZIP	ST. AUGUSTINE FL 32084	
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		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE: *[Signature]* - Pres Date: 1-30-99 Daytime Phone #: 829-6831

CR2E034 (1/198)