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FILED
Mar 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P96000101067 (2)**

1. Corporation Name

PORTRAITS OF DISTINCTION THE STUDIO, INC.

Principal Place of Business

Mailing Address

**516 N. FT HARRISON AVENUE
CLEARWATER FL 34615**

**516 N. FT HARRISON AVENUE
CLEARWATER FL 34615**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/13/1996	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-3425781		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23 Zip	28 Country	29 Zip		30 Country	
24 33755	25	29 33755	30	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**BASKIN, HAMDEN H III
516 N. FT. HARRISON AVENUE
CLEARWATER FL 34615**

33755

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, 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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONES, NELSON	1.2 NAME	
STREET ADDRESS	516 N. FT. HARRISON AVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	1.4 CITY - ST - ZIP	
TITLE	ST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BASKIN, HAMDEN H III	2.2 NAME	
STREET ADDRESS	516 N FT HARRISON AVE	2.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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:

(Signature) Sec/Man 24858 813 447 299X

CR2E034 (10/97)