

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

FILED

Mar 20 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 # P97000001442 (7)

1. Corporation Name
FLYING OTTER, INC.



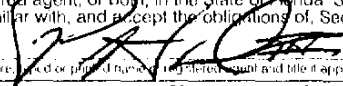
Principal Place of Business 1501 NORTHPOINT PARKWAY STE 102 WEST PALM BEACH FL 33407	Mailing Address 1501 NORTHPOINT PARKWAY STE 102 WEST PALM BEACH FL 33407
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/07/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0721411	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent WARD, PHILIP H III 1555 PALM BEACH LAKES BLVD. STE 1000 WEST PALM BEACH FL 33401		10. Name and Address of New Registered Agent	
81	Name	Ward, Philip H. III	
82	Street Address (P.O. Box Number is Not Acceptable)	4420 BEACON CIRCLE, STE. 100	
83			
84	City	FL	85 Zip Code 33407

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  Philip H. Ward, III 2-12-98
(NOTE: Registered Agent signature required when relinquishing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERRY, JOHN H.	1.2 NAME	
STREET ADDRESS	1501 NORTHPOINT PARKWAY, 102	1.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH, FL	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERRY, J H	2.2 NAME	
STREET ADDRESS	1501 NORTHPOINT PARKWAY, 102	2.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH, FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VPST	3.2 NAME	
STREET ADDRESS	WARD, PHILIP H., III	3.3 STREET ADDRESS	
CITY-ST-ZIP	4420 BEACON CIRCLE	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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:  2-12-98 561-842-3000

CR2E034 (10/97)