

MAY 1ST IS \$550.00

FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

DIVISION OF CORPORATIONS

FILED

Feb 10, 1999 8:00am
Secretary of State

02-10-1999 90018 031 ***158.75

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Corporation Name
U.S. IMAGING, INC.

Principal Place of Business

475 SOUTH FIRST AVENUE
BARTOW FL 33830

Mailing Address

475 SOUTH FIRST AVENUE
BARTOW FL 33830

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/10/1997

4. FEI Number

59-3426051

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required6. Election Campaign Financing
Trust Fund Contribution\$5.00 May Be
Added to Fees8. This corporation owes the current year Intangible
Personal Property Tax:

Yes No

21. Principal Place of Business

Suite, Apt. #, etc.

City & State

Zip Country

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip Country

9. Name and Address of Current Registered Agent

CLYATT, JOHN M
475 SOUTH FIRST AVENUE
BARTOW FL 33830

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

11. OFFICERS AND DIRECTORS

11.1 TITLE P
11.2 NAME OLEARY, M P
11.3 STREET ADDRESS 109 MEADOWBROOK CIR
11.4 CITY-ST-ZIP DAYTONA BCH FL 32114

DELETE

11.1 TITLE ST
11.2 NAME BLOOM, M
11.3 STREET ADDRESS 5127 FERNBROOK LN
11.4 CITY-ST-ZIP LAKELAND FL 33811

DELETE

11.1 TITLE D
11.2 NAME HEIDEL, K C
11.3 STREET ADDRESS 23158 EF GRIFFIN RD
11.4 CITY-ST-ZIP BARTOW FL 33830

DELETE

11.1 TITLE
11.2 NAME
11.3 STREET ADDRESS
11.4 CITY-ST-ZIP

DELETE

11.1 TITLE
11.2 NAME
11.3 STREET ADDRESS
11.4 CITY-ST-ZIP

DELETE

11.1 TITLE
11.2 NAME
11.3 STREET ADDRESS
11.4 CITY-ST-ZIP

DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.1 TITLE
13.2 NAME
13.3 STREET ADDRESS
13.4 CITY-ST-ZIP

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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:

Michele Bloom

1-21-99

(941) 533-9095

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)