

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

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Mar 02, 1999 8:00 am
Secretary of State

03-02-1999 90036 003 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000009718

1. Corporation Name
OVERBAY, INC.

Principal Place of Business
24 N. BERMUDA AVENUE
KISSIMMEE FL 34741

Mailing Address
P.O. BOX 423846
KISSIMMEE FL 34742-3846

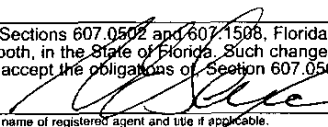


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 150 W. OAK ST Suite, Apt. #, etc. 22 City & State 23 KISSIMMEE, FL Zip Country 24 34741 25 US		2a. Mailing Address 26 150 W. OAK ST Suite, Apt. #, etc. 27 City & State 28 KISSIMMEE, FL Zip Country 29 34741 30 US		3. Date Incorporated or Qualified 01/27/1997	
				4. FEI Number 59-3426986	
				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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent SAXON, R E 24 N. BERMUDA AVENUE KISSIMMEE FL 34741		10. Name and Address of New Registered Agent 81 Name SAXON, R E 82 Street Address (P.O. Box Number is Not Acceptable) 150 W OAK ST 83 84 City KISSIMMEE FL 85 Zip Code 34741	
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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  - Sec 2/4/99
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAXON, R E	1.2 NAME	SAXON, R E
STREET ADDRESS	24 N. BERMUDA AVENUE	1.3 STREET ADDRESS	150 W. OAK ST
CITY-ST-ZIP	KISSIMMEE FL 34741	1.4 CITY-ST-ZIP	KISSIMMEE, FL 34741
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENTLEY, ROBERT W	2.2 NAME	
STREET ADDRESS	1000 ISLAND WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINER HAVEN FL 33884	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<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, with all other like empowered.

SIGNATURE:  RE SAXON 2/4/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR / Date Daytime Phone #

CR2E034 (11/98)