

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

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May 06 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P97000013722 (8)**

1. Corporation Name  
**FRIENDS DISTRIBUTORS, INC.**

Principal Place of Business <b>632 LOCK ROAD DEERFIELD BEACH FL 33442</b>	Mailing Address <b>632 LOCK ROAD DEERFIELD BEACH FL 33442</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		<b>2a. Mailing Address</b> 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		<b>3. Date Incorporated or Qualified</b> <b>02/10/1997</b> 4. FEI Number <b>65-0728002</b> Applied For <input type="checkbox"/> Not Applicable	
		<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>		<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
		<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

<b>9. Name and Address of Current Registered Agent</b> <b>BRESNAHAN, ROBERT F</b> <b>632 LOCK ROAD</b> <b>DEERFIELD BEACH FL 33442</b>		<b>10. Name and Address of New Registered Agent</b> 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 85 Zip Code	
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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 *Robert Bresnahan* **4-26-98**  
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

<b>12. OFFICERS AND DIRECTORS</b> TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b> 1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME <b>PRESIDENT-DIRECTOR</b> 1.3 STREET ADDRESS <b>ROBERT F BRESNAHAN</b> 1.4 CITY-ST-ZIP <b>632 Lock Rd, Deerfield Beach, FL 33442</b>	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2.2 NAME <b>Vice President</b> 2.3 STREET ADDRESS <b>Robert F Bresnahan Jr.</b> 2.4 CITY-ST-ZIP <b>632 Lock Rd, Deerfield Beach, FL 33442</b>	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME <b>BRENNAN CONNOR</b> 3.3 STREET ADDRESS <b>632 Lock Rd</b> 3.4 CITY-ST-ZIP <b>Deerfield Beach, FL 33442</b>	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS 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 a address.

SIGNATURE: *Robert Bresnahan* **4-26-98** **800-655-1311**

CR2E034 (10/97)