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May 11 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000020762 (5)

1. Corporation Name
TO THE PENNY, INC.



Principal Place of Business

Mailing Address

901 LAKE SHORE DRIVE, SUITE 109
LAKE PARK FL 33403

901 LAKE SHORE DRIVE, SUITE 109
LAKE PARK FL 33403

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/06/1997

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

903 Lakeshore Dr. #101

903 Lakeshore Dr. #101

City & State

City & State

Lake Park FL

Lake Park FL

Zip

Country

24

25

USA

29

33403

30

USA

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

AMERILAWYER CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134

81 Name

TOM COLE

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

140 INTRACASTAL PTE DR. STE # 3DS

83

84 City

JUPITER

FL

85 Zip Code

33417

11. Pursuant to the provisions of Sections 607.0502 and 607.1908, 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 I understand the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent if not applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

4/6/98

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PSTD
WALTERS, MARY ELLEN
903 LAKE SHORE DRIVE, SUITE 109
LAKE PARK FL 33403

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
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STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

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

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

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

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

6.1 TITLE
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 an address.

SIGNATURE

M. E. Pedersen

CR2E034 (10/97)