

**FILED**  
**Mar 16, 1999 8:00 am**  
**Secretary of State**

03-16-1999 90120 001 \*\*\*150.00

| PROFIT CORPORATION ANNUAL REPORT 1999                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  FLORIDA DEPARTMENT OF STATE<br>Katherine Harris<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                 |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT #</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                                                     |  |
| 1. Corporation Name<br><b>T &amp; D Benefits, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                                                     |  |
| Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | Mailing Address                                                                                                                                                                                                                                                                                                                     |  |
| <b>592 Springdale Circle<br/>Palm Springs, FL 33461-1533</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | <b>SAME</b>                                                                                                                                                                                                                                                                                                                         |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 3. Date Incorporated or Qualified<br><b>5/16/97</b>                                                                                                                                                                                                                                                                                 |  |
| 21. Suite, Apt. # etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | 4. FEI Number<br><b>65-0752465</b>                                                                                                                                                                                                                                                                                                  |  |
| 22. City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee required</b>                                                                                                                                                                                                                                     |  |
| 23. Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 6. Election Campaign Financing <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                                                                                                                                                                                                                          |  |
| 24. Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 8. This corporation owes the current year intangible Personal Property Tax <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                      |  |
| 9. Name and Address of Current Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 10. Name and Address of New Registered Agent                                                                                                                                                                                                                                                                                        |  |
| <b>Thomas E. Davis<br/>592 Springdale Circle<br/>Palm Springs, FL 33461-1533</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | <b>J. Lisa Cantatore<br/>592 Springdale Circle<br/>Palm Springs, FL 33461</b>                                                                                                                                                                                                                                                       |  |
| 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 <b>Thomas E. Davis, President</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | DATE <b>March 8, 1999</b>                                                                                                                                                                                                                                                                                                           |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                               |  |
| P <input type="checkbox"/> DELETE<br>NAME <b>Thomas E. Davis</b><br>STREET ADDRESS <b>592 Springdale Circle</b><br>CITY, ST, ZIP <b>Palm Springs, FL 33461</b> <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>NAME <b>J. Lisa Cantatore</b><br>STREET ADDRESS <b>592 Springdale Circle</b><br>CITY, ST, ZIP <b>Palm Springs, FL 33461</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                    |  |
| NAME <input type="checkbox"/> DELETE<br>STREET ADDRESS<br>CITY, ST, ZIP<br>NAME <input type="checkbox"/> DELETE<br>STREET ADDRESS<br>CITY, ST, ZIP<br>NAME <input type="checkbox"/> DELETE<br>STREET ADDRESS<br>CITY, ST, ZIP<br>NAME <input type="checkbox"/> DELETE<br>STREET ADDRESS<br>CITY, ST, ZIP                                                                                                                                                                                                                                                                                                                                                    |  | NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>STREET ADDRESS<br>CITY, ST, ZIP<br>NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>STREET ADDRESS<br>CITY, ST, ZIP<br>NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>STREET ADDRESS<br>CITY, ST, ZIP |  |
| 14. I hereby certify that the information supplied on this filing does not qualify for the exemption stated in Section 119 07(3)(b), Florida Statutes. I further certify that the information included 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: <b>Thomas E. Davis</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  | 3-8-99 561-641-6301                                                                                                                                                                                                                                                                                                                 |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | J. Lisa Cantatore                                                                                                                                                                                                                                                                                                                   |  |

CR2E034 (11/98)