

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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000063129 (5)

1. Corporation Name
PROGRESSIVE BENEFIT SOLUTIONS INC.



Principal Place of Business 1650 E ALFRED STREET TAVARES FL 32778	Mailing Address 1650 E ALFRED STREET TAVARES FL 32778
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DO NOT WRITE IN THIS SPACE

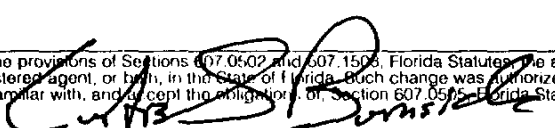
3. Date Incorporated or Qualified 07/21/1997	4. FEI Number 59-3459480	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

2. Principal Place of Business 21 13030 Bernice Ave. Suite, Apt. #, etc. 22 City & State 23 Umatilla, FL Zip 24 32784	2a. Mailing Address 26 PO Box 1801 Suite, Apt. #, etc. 27 City & State 28 Umatilla Zip 29 32784	Country 25 Lake. 30 Lake
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9. Name and Address of Current Registered Agent
BURNSIDE, CURTIS S
1650 E ALFRED STREET
TAVARES FL 32778

10. Name and Address of New Registered Agent
81 Name Curtis S Burnside.
82 Street Address (P.O. Box Number is Not Acceptable) 13030 Bernice Ave.
83
84 City Umatilla
85 FL
86 Zip Code 32784

11. Pursuant to the provisions of Sections 607.05(2) and 607.15(6), 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 607.05(6), Florida Statutes.

SIGNATURE  CURTIS S. Burnside 4/28/98. DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	President Curtis S Burnside
STREET ADDRESS		1.3 STREET ADDRESS	13030 Bernice Ave.
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Umatilla, FL 32784
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE:  CURTIS S. Burnside, 4/28/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date 407-824-5555

CP2E034 (10/97)