

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

FILED
Apr 09 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 # P97000066257 (1)
 1. Corporation Name
THE PALM BEACH PILLOW COMPANY



Principal Place of Business 1100 N. FLORIDA MANGO RD., STE. G W. PALM BEACH FL 33409	Mailing Address 1100 N. FLORIDA MANGO RD., STE. G W. PALM BEACH FL 33409
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3510 B Gardens East Drive Suite, Apt. #, etc. 22 Palm Beach Gardens, Florida City & State 23 Palm Beach Gardens, Florida Zip Country 24 33410 25 USA		2a. Mailing Address 26 3510 B Gardens East Drive Suite, Apt. #, etc. 27 Palm Beach Gardens, Florida City & State 28 Palm Beach Gardens, Florida Zip Country 29 33410 30 USA		3. Date Incorporated or Qualified 07/31/1997	4. FEI Number 65-0771390	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent BATTLE, T. WESTRAY JR. 230 ROYAL PALM WAY, STE. 305 PALM BEACH FL 33480				10. Name and Address of New Registered Agent 81 Name Ashton H. Battle 82 Street Address (P.O. Box Number is Not Acceptable) 236 Phipps Plaza 83 84 City Palm Beach FL 85 Zip Code 33480			
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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 *Ashton Battle* DATE **April 3, 1998**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Ashton H. Battle	1.2 NAME	
STREET ADDRESS	236 Phipps Plaza - Palm Beach, FL 33480	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	Vice-President <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Susan G. Keenan	2.2 NAME	
STREET ADDRESS	140 El Mirasol	2.3 STREET ADDRESS	
CITY-ST-ZIP	Palm Beach, Florida 33480	2.4 CITY-ST-ZIP	
TITLE	Secretary-Treasurer <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Pamela Ann Gay	3.2 NAME	
STREET ADDRESS	3510 B Gardens East Drive	3.3 STREET ADDRESS	
CITY-ST-ZIP	Palm Beach Gardens, FL 33410	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: *Pamela Ann Gay* 4-3-98 561-776-7130

CR2E034 (10/97)