

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

FILED
May 22 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 # P97000075376 (8)
 1. Corporation Name
OUT A MIND, INC.



Principal Place of Business 1000 BRICKELL AVE. STE 300 MIAMI FL 33131	Mailing Address 1000 BRICKELL AVE. STE 300 MIAMI FL 33131
-------------------------------------------------------------------------------------	-------------------------------------------------------------------------

DO NOT WRITE IN THIS SPACE

21 2. Principal Place of Business	2a Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

3 Date Incorporated or Qualified 08/29/1997	
4 FEI Number 65-0782709	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent

DAVIS, BILL G
1000 BRICKELL AVE, STE 300
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

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 _____ (NGH: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	Director <input type="checkbox"/> DELETE
NAME	Ida Akers Morris
STREET ADDRESS	1000 Brickell Avenue, Suite 300
CITY-ST-ZIP	Miami, Florida 33131
TITLE	Director, President <input type="checkbox"/> DELETE
NAME	W. Allen Morris
STREET ADDRESS	1000 Brickell Avenue, Suite 1200
CITY-ST-ZIP	Miami, Florida 33131
TITLE	Director, Vice President <input type="checkbox"/> DELETE
NAME	James F. Bell, Jr.
STREET ADDRESS	1000 Brickell Avenue, Suite 1200
CITY-ST-ZIP	Miami, Florida 33131
TITLE	Director, Vice President <input type="checkbox"/> DELETE
NAME	Gary L. Rupp
STREET ADDRESS	1000 Brickell Avenue, Suite 1200
CITY-ST-ZIP	Miami, Florida 33131
TITLE	Secretary, Treasurer <input type="checkbox"/> DELETE
NAME	Bill G. Davis
STREET ADDRESS	1000 Brickell Avenue, Suite 300
CITY-ST-ZIP	Miami, Florida 33131

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 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	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 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 an address.

SIGNATURE: *Bill G. Davis*

CR2E034 (10/97)