

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

FILED
Feb 19, 1999 8:00 am
Secretary of State

02-19-1999 90068 028 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000075376

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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

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 <input type="checkbox"/>	\$5.00 May Be Added to Fees
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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	MORRIS, IDA A	
STREET ADDRESS	1000 BRICKELL AVE, STE 300	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	MORRIS, W A	
STREET ADDRESS	1000 BRICKELL AVE, STE 1200	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	BELL, JAMES F JR	
STREET ADDRESS	1000 BRICKELL AVE, STE 1200	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	RUPP, GARY L	
STREET ADDRESS	1000 BRICKELL AVE, STE 1000	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	DAVIS, BILL G	
STREET ADDRESS	1000 BRICKELL AVE, STE 300	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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, with all other like empowered.

SIGNATURE: *Bill G. Davis* **Bill G. Davis** 1-19-99 (305) 358-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)