

FILED

Jan 16 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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PAST TIME LOUNGE, INC.

Principal Place of Business	Mailing Address
1605 1ST ST., S. WINTER HAVEN FL 33880	1605 1ST ST., S. WINTER HAVEN FL 33880



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/22/1997	
21	Suite, Apt. #, etc.	2b	Suite, Apt. #, etc.	4. FEI Number 59-3377596	
22	City & State	27	City & State	Applied For Not Applicable	
23	Zip	28	Zip	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25	Country	29	Country	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		30		7. 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		10. Name and Address of New Registered Agent	
WOODARD, EARL A III 1605 1ST ST., S. WINTER HAVEN FL 33880	81	Name	
	82	Street Address (P.O. Box Number is Not Acceptable)	
	83		
	84	City	85

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE _____

12.		OFFICERS AND DIRECTORS		13.		ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP WOODARD, EARL A III 1605 1ST ST., S. WINTER HAVEN FL 33880	<input type="checkbox"/> DELETE		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		<input type="checkbox"/> DELETE		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-5-1998

Daytime Phone # 0420093

CR2E034 (10/97)