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Apr 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 # P97000099892 (6)

1. Corporation Name
HEATON AND ASSOCIATES, INC.



Principal Place of Business: 8919 COUNTRY BEND CIRCLE NORTH JACKSONVILLE FL 32244
Mailing Address: 8919 COUNTRY BEND CIRCLE NORTH JACKSONVILLE FL 32244

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/21/1997
4. FEI Number: 59-3485571
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent: HEATON, LOUISE S, 8919 COUNTRY BEND CIRCLE NORTH, JACKSONVILLE FL 32244
10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS: HEATON, LOUISE S, HEATON, CHARLES C IV
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY - ST - ZIP, 2.1 TITLE, 2.2 NAME, 2.3 STREET ADDRESS, 2.4 CITY - ST - ZIP, 3.1 TITLE, 3.2 NAME, 3.3 STREET ADDRESS, 3.4 CITY - ST - ZIP, 4.1 TITLE, 4.2 NAME, 4.3 STREET ADDRESS, 4.4 CITY - ST - ZIP, 5.1 TITLE, 5.2 NAME, 5.3 STREET ADDRESS, 5.4 CITY - ST - ZIP, 6.1 TITLE, 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: Louise S. Heaton

4-15-98

CR2E034 (10/97)