

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

FILED

Apr 06 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P97000103473 (9)

1. Corporation Name
HEARTLAND PAINTBALL, INC.



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| Principal Place of Business 478 RIVER LANE WAUCHULA FL 33873 | Mailing Address 478 RIVER LANE WAUCHULA FL 33873 |
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DO NOT WRITE IN THIS SPACE

| | |
|--|--|
| 3. Date Incorporated or Qualified 12/08/1997 | 4. FEI Number <input checked="" type="checkbox"/> 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 | |

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|---|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country |
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| 9. Name and Address of Current Registered Agent JUDAH, LUTHER SONNY 478 RIVER LANE WAUCHULA FL 33873 |
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| 10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code |
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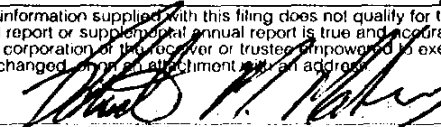
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | |
|----------------------------|---|
| TITLE | D JUDAH, LUTHER SONNY <input type="checkbox"/> DELETE |
| NAME | 478 RIVER LANE |
| STREET ADDRESS | WAUCHULA FL 33873 |
| CITY-ST-ZIP | |
| TITLE | D CARTWRIGHT, GARY <input checked="" type="checkbox"/> DELETE |
| NAME | POST OFFICE BOX 881 |
| STREET ADDRESS | WAUCHULA FL 33873 |
| CITY-ST-ZIP | |
| TITLE | D MAHONEY, PATRICK M <input type="checkbox"/> DELETE |
| NAME | POST OFFICE BOX 1951 |
| STREET ADDRESS | WAUCHULA FL 33873 |
| CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|--|
| 1.1 TITLE | m Stephen Judah <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | 478 River Lane |
| 1.3 STREET ADDRESS | Wauchula, FL 33873 |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | P/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | Judah, Luther Sonny |
| 2.3 STREET ADDRESS | 478 River Lane |
| 2.4 CITY-ST-ZIP | Wauchula, FL 33873 |
| 3.1 TITLE | VP/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | Maheony, Patrick M. |
| 3.3 STREET ADDRESS | P.O. Box 1951 |
| 3.4 CITY-ST-ZIP | Wauchula, FL 33873 |
| 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, on an attachment with an address.

SIGNATURE:  Patrick M. Mahoney 3/22/98 (941) 735-8448

CR2E034 (10/97)