


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: \$350 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # P97000104882		
1. Corporation Name MODIS OF PENNSYLVANIA, INC.		

Principal Place of Business ONE INDEPENDENT DRIVE JACKSONVILLE FL 32202	Mailing Address 177 CROSSWAYS PARK DR. WOODBURY NY 11797
---	--

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

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	100002963851--6
84 City	08/19/99-01018-011 ****150.00 ****150.00

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEWAN, DEREK E	12 NAME	
STREET ADDRESS	ONE INDEPENDENT DRIVE	13 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32202	14 CITY-ST-ZIP	
TITLE	D	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABNEY, MICHAEL D	22 NAME	
STREET ADDRESS	ONE INDEPENDENT DRIVE	23 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32202	24 CITY-ST-ZIP	
TITLE	D	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYO, MARC M	32 NAME	
STREET ADDRESS	ONE INDEPENDENT DRIVE	33 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32202	34 CITY-ST-ZIP	
TITLE	VP	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CALABRO, ROBERT	42 NAME	
STREET ADDRESS	177 CROSSWAYS PARK DR.	43 STREET ADDRESS	
CITY-ST-ZIP	WOODBURY NY 11797	44 CITY-ST-ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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: Reed D 7-23-99 904-340-2704
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0115413

CR2E034 (5/99)

Directors and Officers of Modis of Pennsylvania Inc.**Officers:**

Chief Executive Officer/Chairman
Derek E. Dewan

1 Independent Dr. Jacksonville, FL 32202

President
Timothy D. Payne

1 Independent Dr. Jacksonville, FL 32202

Sr. Vice President/Treasurer
Michael D. Abney

1 Independent Dr. Jacksonville, FL 32202

Secretary
Marc M. Mayo

1 Independent Dr. Jacksonville, FL 32202

Tax Director
Gerald Robinson

1 Independent Dr. Jacksonville, FL 32202

Directors:

Derek E. Dewan
Michael D. Abney
Marc M. Mayo

1 Independent Dr. Jacksonville, FL 32202

1 Independent Dr. Jacksonville, FL 32202

1 Independent Dr. Jacksonville, FL 32202



One Independent Drive • Jacksonville, Florida 32202-5060
Telephone: 904-360-2000 • Facsimile: 904-360-2814
www.modispro.com



July 21, 1999

Re: Profit Corporation Annual Report - Modis of Pennsylvania, Inc.

Florida Department of State
Katherine Harris - Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Harris:

We are requesting an abatement of the \$400 penalty prescribed in the Profit Corporation Annual Report Packet. The notification of any due funds was received too late to facilitate timely filing. The delay in receiving the notification was caused by the consolidation of functions into our corporate headquarters in Jacksonville. We are submitting the required annual fee of \$150 with the annual report.

Please send any additional requests to my attention at 1 Independent Drive, Jacksonville, FL 32202 and call me with any questions at 904-360-2704.

Thank you for your consideration on the abatement of the penalty for Modis of Pennsylvania, Inc.

Sincerely,

Gerald Robinson
Tax Director