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FILED
Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90189 045 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P98000005662**

1. Corporation Name
UTILIPRO, INC.



Principal Place of Business
**946 NEW BEDFORD DRIVE
 MARIETTA GA 30068**

Mailing Address
**946 NEW BEDFORD DRIVE
 MARIETTA GA 30068**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/20/1998

2. Principal Place of Business

21 5665 New Northside Dr.

Suite, Apt. #, etc.

22 Suite 115

City & State

23 Atlanta, GA

Zip

24 30328

Country

25 U.S.A.

2a. Mailing Address

26 1827 Powers Ferry Road

Suite, Apt. #, etc.

27 Building One, Suite 100

City & State

28 Atlanta, GA

Zip

29 30339

Country

30 U.S.A.

4. FEI Number

Applied For

Not Applicable

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 the current year Intangible Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

**UPCHURCH, H. DAVIS JR.
 1510 N. PONCE DE LEON BLVD.
 SAINT AUGUSTINE FL 32085-3956**

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

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.

(NOT Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
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	
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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	P, T, S, D
1.3 STREET ADDRESS	Michael R. Foley
1.4 CITY-ST-ZIP	5665 New Northside Dr., Suite 115 Atlanta, GA 30328
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 change 1, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/22/99

Date

770-933-5650

Daytime Phone #

CR2E034 (1/98)