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

PROFIT CORPORATION ANNUAL REPORT

1999

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

APPROVED AND FILED
99 APR 26 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT #P98000011409

1. Corporation Name

RSG of Fernandina Beach, Inc.

Principal Place of Business | Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: January 22, 1998

4. FEI Number: 33-0672389 [ ] 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. The corporation owes the current year Intangible Personal Property Tax [ ] Yes [X] No

2. Principal Place of Business
21 1525 Lime Street
Suite, Apt #, etc.
22 Suite 120
City & State
23 Fernandina Beach, FL
Zip
24 32034 25 USA

2a. Mailing Address
26 2323 N. Tustin Avenue
Suite, Apt #, etc.
27 Suite N
City & State
28 Santa Ana, CA
Zip
29 92705 30 USA

9. Name and Address of Current Registered Agent

John Maguire
732 8th Street
Fernandina Beach, FL 32034

10. Name and Address of New Registered Agent

81 Name: Charles Householder
82 Street Address (P.O. Box Number is Not Acceptable): 1525 Lime Street
83 Suite 120
84 City: Fernandina Beach FL 85 Zip Code: 32034

11. Pursuant to the provisions of Sections 607.0502 and 607.0508, 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: Charles Householder S/T 4/7/99
(Signature of Registered Agent) (Date)

12. OFFICERS AND DIRECTORS

TITLE: D
NAME: Ira Harmon
STREET ADDRESS:
CITY-ST-ZIP:
[X] DELETE

TITLE:
NAME:
STREET ADDRESS:
CITY-ST-ZIP:
[ ] DELETE

TITLE:
NAME:
STREET ADDRESS:
CITY-ST-ZIP:
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TITLE:
NAME:
STREET ADDRESS:
CITY-ST-ZIP:
[ ] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

D
Gil Cu
1525 Lime Street, Suite 120
Fernandina Beach, FL 32034
[ ] Change [X] Add

V/VC
Melinda Martin-Lester
2323 N. Tustin Avenue, Suite N
Santa Ana, CA 92705
[ ] Change [X] Add

000002821850--1
-05/04/99--01024--011
*****80.00 *****80.00
[ ] Change [ ] Add

000002821850--1
-03/29/99--01100--001
*****70.00 70.00
[ ] Change [ ] Add

[ ] Change [ ] Add

14. I hereby certify that the information supplied with this filing, and accompanying documents, has been examined by me and is true and correct to the best of my knowledge and belief. I further certify that I am familiar with and shall comply with the provisions of, and liabilities imposed 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 with all other like empowered.

SIGNATURE: Cynthia Jansen Cynthia Jansen 4/7/99 (714) 538-8048
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E024 (11/98)