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04-16-1999 90038 040 ***158.75

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # **P98000012955**

1. Corporation Name
IMAGE FACTORY PHOTOGRAPHY, INC.



Principal Place of Business
**38233 COLLINS AVE.
 ZEPHYRHILLS FL 33541**

Mailing Address
**38233 COLLINS AVE.
 ZEPHYRHILLS FL 33541**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/09/1998

4. FEI Number
59-3493822

Applied For
 Yes
 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

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

9. Name and Address of Current Registered Agent
**DELANEY, WILLIAM D. → G.
 38233 COLLINS AVE.
 ZEPHYRHILLS FL 33541**

10. Name and Address of New Registered Agent
 81 Name **Delaney, William G.**
 82 Street Address (P.O. Box Number is Not Acceptable) **38233 Collins Ave.**
 83
 84 City **Zephyrhills** FL 85 Zip Code **33541**

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 William D. Delaney DATE **4-10-99**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	DELANEY, WILLIAM G	
STREET ADDRESS	38233 COLLINS AVE.	
CITY-ST-ZIP	ZEPHYRHILLS FL 33541	
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 type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	V/T/S Sheri K. Delaney
2.3 STREET ADDRESS	38233 Collins Ave.
2.4 CITY-ST-ZIP	Zephyrhills, FL 33541
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 changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: William D. Delaney DATE: **4-10-99** (813) 788-4808
Signature and typed or printed name of signing officer or director. Date Daytime Phone #

CR2E034 (11/98)