

**FILED**  
**Mar 01, 1999 8:00 am**  
**Secretary of State**

03-01-1999 90239 042 \*\*\*150.00

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
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**DOCUMENT # P98000077551**

1. Corporation Name  
**STATE OF MIND, INC.**

Principal Place of Business 11200 SEMINOLE BLVD. #108 LARGO FL 33778	Mailing Address 11200 SEMINOLE BLVD. #108 LARGO FL 33778
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/02/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3539655	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**LIPTON, BARRY E**  
**11200 SEMINOLE BLVD. #108**  
**LARGO FL 33778**

81	Name	85	Zip Code
82	Street Address (P.O. Box Number is Not Acceptable)		
83			
84	City	FL	

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.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PRESIDENT <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	E. Mike McKenzie	1.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	1.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	1.4 CITY-ST-ZIP	
TITLE	Secy/Treasurer <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Eric Lipton	2.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	2.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Joshua Schwartzberg	3.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	3.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Michael Fortunato	4.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	4.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Jason Rifer	5.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	5.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	5.4 CITY-ST-ZIP	
TITLE	Bookkeeper, Registered Agent <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Barry Lipton, D.O.S.	6.2 NAME	
STREET ADDRESS	11200 Seminole Blvd, 108	6.3 STREET ADDRESS	
CITY-ST-ZIP	Largo, FL 33778	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)(f), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*Barry E. Lipton*  
**Barry E. Lipton, D.O.S.**  
 1/11/99

727-393-8855  
 Daytime Phone #

CR2E034 (1/198)