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

99 MAY 26 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000088847

1. Corporation Name
PROBITY, INC.

Principal Place of Business
8109 Arlington Expressway
Jacksonville, FL 32225

Mailing Address

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified
October 16, 1998

4. FEI Number
59-3547045

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 [X] No

9. Name and Address of Current Registered Agent

LEONARD ALTERMAN, ATTORNEY AT LAW
9116 Cypress Green Drive, #207
Jacksonville, FL 32256

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 _____ DATE
Signature, typed or printed name of registered agent (Note: Registered Agent's signature required for electronically transmitted documents)

12. OFFICERS AND DIRECTORS

TITLE P, S, D
NAME Aundre Hannon
STREET ADDRESS 8109 Arlington Expressway
CITY-ST-ZIP Jacksonville, FL 32225
[ ] DELETE

TITLE VP, T, D
NAME Larry Blue
STREET ADDRESS 8109 Arlington Expressway
CITY-ST-ZIP Jacksonville, FL 32256
[ ] DELETE

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

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

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

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE [ ] Change [ ] Add
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE [ ] Change [ ] Add
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

P00002829772--7
-04/05799--01137--005
****150.00 ****150.00

31 TITLE [ ] Change [ ] Add
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE [ ] Change [ ] Add
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE [ ] Change [ ] Add
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE [ ] Change [ ] Add
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

5-1-99

CR2E034 (11/98)

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 I am familiar with the information required to be provided in the Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Aundre Hannon Aundre Hannon, Pres. 904/724-0335