

**FILED**  
**May 21, 1999 8:00 am**  
**Secretary of State**

05-21-1999 90008 039 \*\*\*150.00

|                                                        |                                                                                   |                                                                                                                               |
|--------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT</b><br><b>1999</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br><b>Secretary of State</b><br><b>DIVISION OF CORPORATIONS</b> |
|--------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|

**DOCUMENT # P98000093717**

1. Corporation Name  
**SPA GRANT, INC.**

Principal Place of Business  
**2780 E. FOWLER AVE., S-208**  
**TAMPA FL 33612**

Mailing Address  
**2780 E. FOWLER AVE., S-208**  
**TAMPA FL 33612**

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                 |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>11/03/1998</b>                                                                                          |                                                        |
| 4. FEI Number<br><b>59-8547366</b>                                                                                                              | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                 |                                                        |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                           |                                                        |
| 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                                        |

|                                                                      |                                                      |
|----------------------------------------------------------------------|------------------------------------------------------|
| 2. Principal Place of Business<br><b>21 8709 Hunters Green Drive</b> | 2a. Mailing Address<br><b>2a 8606 Aldersville Rd</b> |
| Suite, Apt. #, etc.<br><b>22 Suite 100</b>                           | Suite, Apt. #, etc.<br><b>27 Suite 127</b>           |
| City & State<br><b>23 TAMPA, FL</b>                                  | City & State<br><b>28 Indianapolis, IN 46250</b>     |
| Zip<br><b>24 33647</b>                                               | Zip<br><b>29 46250</b>                               |
| Country<br><b>25 U.S.</b>                                            | Country<br><b>30 U.S.</b>                            |

8. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

|                                                                                      |
|--------------------------------------------------------------------------------------|
| 81 Name<br><b>LESLIE GRANT</b>                                                       |
| 82 Street Address (P.O. Box Number is Not Acceptable)<br><b>4916 LONDON DERRY DR</b> |
| 83                                                                                   |
| 84 City<br><b>TAMPA</b>                                                              |
| 85 Zip Code<br><b>FL 33647</b>                                                       |

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

**7-8-99**

| 12. OFFICERS AND DIRECTORS               |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                          |                                          |
|------------------------------------------|--|--------------------------------------------------------------------------------|------------------------------------------|
| TITLE<br><input type="checkbox"/> DELETE |  | 1.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition | <b>PRESIDENT</b>                         |
| NAME                                     |  | 1.2 NAME                                                                       | <b>LESLIE GRANT</b>                      |
| STREET ADDRESS                           |  | 1.3 STREET ADDRESS                                                             | <b>4916 LONDON DERRY ROAD</b>            |
| CITY-ST-ZIP                              |  | 1.4 CITY-ST-ZIP                                                                | <b>TAMPA, FL 33647</b>                   |
| TITLE<br><input type="checkbox"/> DELETE |  | 2.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition | <b>VICE-PRESIDENT</b>                    |
| NAME                                     |  | 2.2 NAME                                                                       | <b>STEVE GRANT</b>                       |
| STREET ADDRESS                           |  | 2.3 STREET ADDRESS                                                             | <b>4916 LONDON DERRY ROAD</b>            |
| CITY-ST-ZIP                              |  | 2.4 CITY-ST-ZIP                                                                | <b>TAMPA, FL 33647</b>                   |
| TITLE<br><input type="checkbox"/> DELETE |  | 3.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition | <b>CEO</b>                               |
| NAME                                     |  | 3.2 NAME                                                                       | <b>DAVID CRAVOR</b>                      |
| STREET ADDRESS                           |  | 3.3 STREET ADDRESS                                                             | <b>7606 ALISON VILLERD Suite 127</b>     |
| CITY-ST-ZIP                              |  | 3.4 CITY-ST-ZIP                                                                | <b>INDIANAPOLIS, IN 46250</b>            |
| TITLE<br><input type="checkbox"/> DELETE |  | 4.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition | <b>SECRETARY</b>                         |
| NAME                                     |  | 4.2 NAME                                                                       | <b>TOMAS CRAVOR</b>                      |
| STREET ADDRESS                           |  | 4.3 STREET ADDRESS                                                             | <b>7606 ALISON VILLERD Rd. Suite 127</b> |
| CITY-ST-ZIP                              |  | 4.4 CITY-ST-ZIP                                                                | <b>INDIANAPOLIS, IN 46250</b>            |
| TITLE<br><input type="checkbox"/> DELETE |  | 5.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition |                                          |
| NAME                                     |  | 5.2 NAME                                                                       |                                          |
| STREET ADDRESS                           |  | 5.3 STREET ADDRESS                                                             |                                          |
| CITY-ST-ZIP                              |  | 5.4 CITY-ST-ZIP                                                                |                                          |
| TITLE<br><input type="checkbox"/> DELETE |  | 6.1 TITLE<br><input type="checkbox"/> Change <input type="checkbox"/> Addition |                                          |
| NAME                                     |  | 6.2 NAME                                                                       |                                          |
| STREET ADDRESS                           |  | 6.3 STREET ADDRESS                                                             |                                          |
| CITY-ST-ZIP                              |  | 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, on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2034 (1/88)