FROM : PAUL CARTER FAX NO. :

FILED
May 09, 2000 8:00 am
Secretary of State
05-09-2000 90143 032 ***160.00

2000 UNIFORM BUSINESS REPORT (UBR)

DOCUMENT # P99000029872

1. Entity Name
MASTERWORKS PUBLISHING INC.

Principal Place of Business
1921 GULF BLVD.

INDIAN ROCKS BEACH , FL
33785

Mailing Address

2. Principal Place of Business		3. Mailing Address	
1100 Cleveland St.		1100 Cleveland St.	
Suite, Apt. #, etc. Suite 904		Suite, Apt. #, etc. Suite 904	
City & State Clearwater FL		City & State Clearwater FL	
Zip 33755	Country USA	Zip 33755	Country USA

DO NOT WRITE IN THIS SPACE

4. FEI Number ✓ Applied For / Not Applicable

5. Certificate of Status Desired $8.75 Additional Fee Required

6. Name and Address of Current Registered Agent
HILLER, WHITNEY
1921 GULF BLVD.
INDIAN ROCKS BEACH, FL. 33785

7. Name and Address of New Registered Agent
Name
PAUL E. CARTER, JR.
Street Address (P.O. Box Number is Not Acceptable)
1100 CLEVELAND ST. SUITE 904
City
CLEARWATER FL Zip Code 33755

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE Whitney Hiller WHITNEY HILLER
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) Date

9. This corporation is eligible to satisfy its intangible Tax filing requirement and elects to do so (See criteria on back)

FILE NOW!!! FEE IS $150.00
After MAY 1, 2000 Fee will be $550.00
Make Check Payable to Department of State

10. Election Campaign Financing Trust Fund Contribution. $5.00 May Be Added to Fees

11. OFFICERS AND DIRECTORS			12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	D	Delete	TITLE	D	[X] Change / Addition
NAME	HILLER, WHITNEY		NAME	HILLER, WHITNEY	
STREET ADDRESS	1921 GULF BLVD.		STREET ADDRESS	109 Odin Drive	
CITY - ST - ZIP	INDIAN ROCKS BEACH, FL. 33785		CITY - ST - ZIP	Winter Haven FL 33884	
TITLE		Delete	TITLE		Change / Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY - ST - ZIP			CITY - ST - ZIP		
TITLE		Delete	TITLE		Change / Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY - ST - ZIP			CITY - ST - ZIP		
TITLE		Delete	TITLE		Change / Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY - ST - ZIP			CITY - ST - ZIP		
TITLE		Delete	TITLE		Change / Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY - ST - ZIP			CITY - ST - ZIP		
TITLE		Delete	TITLE		Change / Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY - ST - ZIP			CITY - ST - ZIP		

CR2E034 (9/99)

13. 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 report or supplemental 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 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Whitney Hiller Whitney Hiller, Director