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Apr 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # S88044 (0)
1. Corporation Name
BLUE PENGUIN, INC.



Principal Place of Business Mailing Address
2406 W. KENNEDY BLVD. 2406 W. KENNEDY BLVD.
TAMPA FL 33609 TAMPA FL 33609-3304
US

3. Date Incorporated or Qualified 10/18/1991 3a. Date of Last Report 06/14/1996

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 5305 N. ARMENIA AVE
22 City & State 27 Suite, Apt. #, etc.
23 TAMPA-FL 28 City & State
24 Zip 25 Country 29 33603 30 HILLSBOROUGH
26 5305 N. ARMENIA AVE

4. FEI Number 59-3090042 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent
DIAZ, JOSEPH L. 81 Name
2522 WEST KENNEDY BLVD. 82 Street Address (P.O. Box Number is Not Acceptable)
TAMPA FL 33609 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 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 VSPD 11 TITLE
NAME OSTEEN, EUGENE 12 NAME
STREET ADDRESS 2408 W KENNEDY BLVD 13 STREET ADDRESS
CITY-ST-ZIP TAMPA FL 14 CITY-ST-ZIP
TITLE 21 TITLE
NAME 22 NAME
STREET ADDRESS 23 STREET ADDRESS
CITY-ST-ZIP 24 CITY-ST-ZIP
TITLE 31 TITLE
NAME 32 NAME
STREET ADDRESS 33 STREET ADDRESS
CITY-ST-ZIP 34 CITY-ST-ZIP
TITLE 41 TITLE
NAME 42 NAME
STREET ADDRESS 43 STREET ADDRESS
CITY-ST-ZIP 44 CITY-ST-ZIP
TITLE 51 TITLE
NAME 52 NAME
STREET ADDRESS 53 STREET ADDRESS
CITY-ST-ZIP 54 CITY-ST-ZIP
TITLE 61 TITLE
NAME 62 NAME
STREET ADDRESS 63 STREET ADDRESS
CITY-ST-ZIP 64 CITY-ST-ZIP

14. I do 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.

SIGNATURE: [Signature] 4/17/97 (813) 354-1106

CR2E034 (9/96)