SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1998**

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

DOCUMENT # V00227 (1)

1. Corporation Name
CLEVE PAYNE, INC.

Principal Place of Business	Mailing Address
540 N HWY 434 STE 181 ALTAMONTE SPGS FL 32714 US	302 S DOVER SUITE #2 HEATHROW FL 32746 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 1998 S Hwy 17 92; Suite, Apt #, etc. 22 Suite 14; City & State 23 Fern Park FL; Zip 24 32730; Country 25 Seminole

2a. Mailing Address: 26 P.O. Box 1732; Suite, Apt #, etc. 27; City & State 28 Longwood FL; Zip 29 32752; Country 30 Seminole

3. Date Incorporated or Qualified: 12/13/1991

4. FEI Number: 59-3194734 [ ] 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 or has paid the current year Intangible Personal Property Tax due June 30 [X] Yes [ ] No

9. Name and Address of Current Registered Agent
RICHARDSON, VICKIE L.
302 SOUTH DOVER CT
HEATHROW FL 32746

10. Name and Address of New Registered Agent
81 Name: Willard E. Payne
82 Street Address (P.O. Box Number is Not Acceptable): 608 S Summerlin
83 Orlando FL
84 City: Orlando FL 85 Zip Code: 32801

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] DATE: 9/10/98

12. OFFICERS AND DIRECTORS

TITLE	D [ ] DELETE
NAME	PAYNE, CLEVELAND A.
STREET ADDRESS	302 SOUTH DOVER CT
CITY-ST-ZIP	HEATHROW FL
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
2 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
3 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
4 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
5 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
6 TITLE / 2 NAME / 3 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition

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, or on an attachment with an address.

SIGNATURE: [signature] 9/10/98 (407) 463-5852

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #