

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).

0069406

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # **V19074** (6)

1. Corporation Name
PROVEN EDGE, INC.



Principal Place of Business 9501 INTERNATIONAL COURT ST. PETERSBURG FL 33716 US	Mailing Address 9501 INTERNATIONAL COURT ST. PETERSBURG FL 33716 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/05/1992		4. FEI Number 59-3112095		Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	5. Certificate of Status Desired 22 <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
23 City & State	27 City & State	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. 24 Zip 25 Country 29 Zip 30 Country <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

DEATON, LARRY D
 9501 INTERNATIONAL COURT
 ST. PETERSBURG FL 33716

10. Name and Address of New Registered Agent

81 Name **STORY, Richard**
 82 Street Address (P.O. Box Number is Not Acceptable) **9501 International Court**
 83 **406 Jackie Drive**
 84 City **Lawrenceburg TN** 85 Zip Code **38464**

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]* (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D PEARCE, RICHARD J. 7325-4TH AVENUE NORTH ST. PETERSBURG FL 33714 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	DIRECTOR KEVIN FLYNN 676 N MICHIGAN AVE CHICAGO, IL, 60611 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVP STORY, RICHARD 406 JACKIE DR LAWRENCEBURG TN 38464 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	DIRECTOR DONALD FLYNN 676 N MICHIGAN AVE CHICAGO, IL, 60611 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SANTINI, ANTONIO 341 WEAKLEY CREEK RD LAWRENCEBURG TN 38464 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	DIRECTOR JOE DAVIS 124 E. main Street Springfield, KY 40069 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DEATON, LARRY D 9501 INTERNATIONAL COURT ST. PETERSBURG FL 33716 <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	000002690840--0 -11/18/98--01078--002 ****550.00 ****550.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BENTLEY, C. ALAN 9501 INTERNATIONAL COURT ST. PETERSBURG FL 33716 <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V WALSH, JOHN J JR. 9501 INTERNATIONAL COURT ST. PETERSBURG FL 33716 <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

B. 11/16/98 AR

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]* 10/14/98 (727) 523-5023

CR2E034 (5/98)