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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # V70862

1. Corporation Name
SCRATCH ENTERPRISES INC.

Principal Place of Business
 5109-J NW 39TH AVE
 GAINESVILLE FL 32606

Mailing Address
 5109-J NW 39TH AVE
 GAINESVILLE FL 32606

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/14/1992

4. FEI Number
59-3145345

Applied For
 Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

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 the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

REGAN, DONALD J
 5109-J NW 39TH AVE
 GAINESVILLE FL 32606

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 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 PD DELETE
 NAME REGAN, DONALD J
 STREET ADDRESS 4421 NW 36 DR
 CITY-ST-ZIP GAINESVILLE FL 32605

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE TD DELETE
 NAME REGAN, LAURE K
 STREET ADDRESS 4421 NW 36 DR
 CITY-ST-ZIP GAINESVILLE FL 32605

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE VP DELETE
 NAME YOUNG, DONALD G
 STREET ADDRESS ~~110 N.E. 5TH AVE~~
 CITY-ST-ZIP ~~HIGH SPRINGS FL~~

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE VP DELETE
 NAME AKEY, MICHAEL J
 STREET ADDRESS 7623 S.W. 10 AVE
 CITY-ST-ZIP GAINESVILLE FL

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE S DELETE
 NAME AKEY, MELISSA A
 STREET ADDRESS ~~7623 S.W. 10 AVE~~
 CITY-ST-ZIP GAINESVILLE FL

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* SIGNATURE REQUIRED
 NAME: MELISSA AKEY
 DATE: 4/5/99
 DAYTIME PHONE #: 352 377 7665

CR2E034 (1/1/98)