

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 440086 (7)
 1. Corporation Name
PAYNE'S OIL COMPANY, INC.

Principal Place of Business 607 NICHOLSON ST. CLEARWATER FL 34615	Mailing Address 607 NICHOLSON ST. CLEARWATER FL 34615
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/19/1973	
21	22	26	27	4. FEI Number 59-1494008	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	24	28	29	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
PAYNE, RICHARD G. 607 NICHOLSON ST. CLEARWATER FL 34615				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD PAYNE, RICHARD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1466 LAKESIDE COURT	1.2 NAME	
STREET ADDRESS	DUNEDIN FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	TD PAYNE CAROL ANN	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1466 LAKESIDE COURT	2.2 NAME	
STREET ADDRESS	DUNEDIN FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V PAYNE, DAVID E.	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	659 JACARANDA	3.2 NAME	
STREET ADDRESS	DUNEDIN FL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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)(f), 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: RICHARD G. PAYNE RICHARD G. PAYNE 1/6/98

CR2E034 (10/97)