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Feb 17, 1999 8:00am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

02-17-1999 90024 007 ****150.00

DOCUMENT # 440086

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



DO NOT WRITE IN THIS SPACE

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

9. Name and Address of Current Registered Agent

PAYNE, RICHARD G.
607 NICHOLSON ST.
CLEARWATER FL 34615

10. Name and Address of New Registered Agent

81	Name	85	Zip Code
82	Street Address (P.O. Box Number is Not Acceptable)		
83	City		
84	City		

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

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	PAYNE, RICHARD	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	1466 LAKESIDE COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	DUNEDIN FL	1.4 CITY-ST-ZIP	
TITLE	TD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAYNE CAROL ANN	2.2 NAME	
STREET ADDRESS	1466 LAKESIDE COURT	2.3 STREET ADDRESS	
CITY-ST-ZIP	DUNEDIN FL	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAYNE, DAVID E.	3.2 NAME	
STREET ADDRESS	659 JACARANDA	3.3 STREET ADDRESS	
CITY-ST-ZIP	DUNEDIN FL	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)(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: R. SHINAP... PRESIDENT
RICHARD G. PAYNE

1-25-99 727-446-2515

CR2E034 (11/98)