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May 05, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F98000006184

1. Corporation Name
H & C RACING, INC.



Principal Place of Business: 9724 KINGSTON PIKE, STE. 301, KNOXVILLE TN 37922
 Mailing Address: 9724 KINGSTON PIKE, STE. 301, KNOXVILLE TN 37922

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **11/09/1998**
 4. FEI Number: **62-1743265**
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business: 21 **208 Radford Place**
 Suite, Apt. #, etc.: 22
 City & State: 23 **Knoxville, TN**
 Zip: 24 **37917** Country: 25 **Knox**
 2a. Mailing Address: 26 **P.O. Box 3698**
 Suite, Apt. #, etc.: 27
 City & State: 28 **Knoxville, TN**
 Zip: 29 **37927** Country: 30 **Knox**

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	CONNOR, J. MICHAEL	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 1403	
CITY-ST-ZIP	KNOXVILLE TN 37922	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HAND, LUCY M	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 301	
CITY-ST-ZIP	KNOXVILLE TN 37922	
TITLE	P	<input type="checkbox"/> DELETE
NAME	DYER, MARK A	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 301	
CITY-ST-ZIP	KNOXVILLE TN 37922	
TITLE	V	<input type="checkbox"/> DELETE
NAME	THOMPSON, KEVIN W	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 301	
CITY-ST-ZIP	KNOXVILLE TN 37922	
TITLE	S	<input type="checkbox"/> DELETE
NAME	DYER, MARY A	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 301	
CITY-ST-ZIP	KNOXVILLE TN 37922	
TITLE	T	<input type="checkbox"/> DELETE
NAME	HAND, KIMBERLY V	
STREET ADDRESS	9724 KINGSTON PIKE, STE. 301	
CITY-ST-ZIP	KNOXVILLE TN 37922	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	208 Radford Place
2.4 CITY-ST-ZIP	Knoxville, TN 37917
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	208 Radford Place
3.4 CITY-ST-ZIP	Knoxville, TN 37917
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	6000 Universal Blvd, Suite 743
4.4 CITY-ST-ZIP	Orlando, FL 32819
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Dyer, Mark A.
5.3 STREET ADDRESS	208 Radford Place
5.4 CITY-ST-ZIP	Knoxville, TN 37917
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	208 Radford Place
6.4 CITY-ST-ZIP	Knoxville, TN 37917

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: *Mark A. Dyer* 4/27/99 (423) 637-2324
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)