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FILED
Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90233 023 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # V10309

1. Corporation Name
SOUTHSHIRE, INC.



Principal Place of Business ONE MONROEVILLE CENTER SUITE 900 MONROEVILLE PA 15146 US	Mailing Address ONE MONROEVILLE CENTER SUITE 900 MONROEVILLE PA 15146 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/27/1992
4. FEI Number 65-0319656
5. Certificate of Status Desired <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
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent
HCRM CORP.
2200 CORPORATE BLVD NW
SUITE 401
BOCA RATON FL 33431

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	P	<input type="checkbox"/> DELETE
NAME	DVORSKY, MICHAEL M.	
STREET ADDRESS	ONE MONROEVILLE CENTER, SUITE 900	
CITY-ST-ZIP	MONROEVILLE PA 15146	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KIMBLE, DAVID W	
STREET ADDRESS	1717 PENN AVE. STE. 5016	
CITY-ST-ZIP	PITTSBURGH PA 15221	
TITLE	VASD	<input type="checkbox"/> DELETE
NAME	RINGHAM, WILLIAM O	
STREET ADDRESS	ONE MONROEVILLE CENTER, SUITE 900	
CITY-ST-ZIP	MONROEVILLE PA 15146	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MCKINNEY J DONALD	
STREET ADDRESS	1717 PENN AVE., #5016	
CITY-ST-ZIP	PITTSBURGH PA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	PASQUALE, JOSEPH L	
STREET ADDRESS	1717 PENN AVE., #5016	
CITY-ST-ZIP	PETTSBURGH PA 15221	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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
2.4 CITY-ST-ZIP
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> 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: Michael M. DVORSKY 4/14/99 412 372-1746
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)