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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

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DUE JUNE 30, 2000

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

PIRATE'S COVE OF KENTUCKY, INC.
1500 ROEBUCK DRIVE
P. O. BOX 2928
MERIDIAN, MS 39302

(5) STATE OR COUNTRY OF INCORPORATION

KY

MAY 3 2000

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

12/07/1979

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site

THE PRENTICE HALL CORPORATION SYSTEM, INC.
421 WEST MAIN STREET
FRANKFORT, KY 40601

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	Dennis Goldman Sr	2103 Havenwood Drive Arlington TX 76018
Vice President	Charles Howington	20 Box 4124 Meridian MS 39304
Secretary	Edna M Goldman	2103 Havenwood Drive Arlington TX 76018
Treasurer	Paul B Goldman	2105 31 Street Meridian MS 39305

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

Name	Dennis Goldman Sr	2103 Havenwood Drive Arlington TX 76018
Name	Edna Goldman	2103 Havenwood Drive Arlington TX 76018
Name		
Name		

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Signature of Officer or Chairman of the Board

TITLE President

DATED 3/29/00