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Jan 14 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS



DOCUMENT # 224720 (3)

1. Corporation Name
CELPAM CORPORATION

Principal Place of Business

4500 SALISBURY RD
STE 160
JACKSONVILLE FL 32216
US

Mailing Address

4500 SALISBURY RD
STE 160
JACKSONVILLE FL 32216-0900
US

3. Date Incorporated or Qualified 06/11/1959
3a. Date of Last Report 09/20/1996

2. Principal Place of Business

21 3740 St Johns Bluff Rd
Suite, Apt. #, etc

22 5

23 Jacksonville, FL
Country

24 32224

9. Name and Address of Current Registered Agent

PADGETT, DONALD A
4500 SALISBURY RD
STE 160
JACKSONVILLE FL 32216

2a. Mailing Address

25 3740 St Johns Bluff Rd
Suite, Apt. #, etc

27 5

28 Jacksonville, FL
Country

29 32224

10. Name and Address of New Registered Agent

81 Name PADGETT, DONALD

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 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]

(NOTE: Registered Agent signature required when reinstating)

1/6/97

12. OFFICERS AND DIRECTORS

TITLE PD
NAME KOGER, IRA M
STREET ADDRESS 4500 SALISBURY RD, STE 160
CITY-STATE-ZIP JACKSONVILLE FL

TITLE D
NAME HAMPTON, CELESTE
STREET ADDRESS 4500 SALISBURY RD, STE 160
CITY-STATE-ZIP JACKSONVILLE FL

TITLE D
NAME KOGER, NANCY T
STREET ADDRESS 4500 SALISBURY RD, STE 160
CITY-STATE-ZIP JACKSONVILLE FL

TITLE T
NAME PADGETT, DONALD A
STREET ADDRESS 4500 SALISBURY RD, STE 160
CITY-STATE-ZIP JACKSONVILLE FL

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE PD
12 NAME [Signature] Ira M. Koger
13 STREET ADDRESS 3740 St. Johns Bluff Rd, Ste 5
14 CITY-STATE-ZIP Jacksonville, FL 32224

21 TITLE D
22 NAME Celeste Hampton
23 STREET ADDRESS 3740 St Johns Bluff Rd, Ste 5
24 CITY-STATE-ZIP Jacksonville, FL 32224

31 TITLE D
32 NAME Nancy T. Koger
33 STREET ADDRESS 3740 St Johns Bluff Rd, Ste 5
34 CITY-STATE-ZIP Jacksonville, FL 32224

41 TITLE T
42 NAME Donald A. Padgett
43 STREET ADDRESS 3740 St Johns Bluff Rd, Ste 5
44 CITY-STATE-ZIP Jacksonville, FL 32224

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-STATE-ZIP

61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-STATE-ZIP

14. I do 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.

SIGNATURE: [Signature]

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-7-97

904/246-3366

Date

Telephone #

CR2E034 (9/96)