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Mar 24 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 # 252367

(8)

1. Corporate Name
CLIFF FIELDS MOTORS, INC.



Principal Place of Business

2910 MOBILE HWY
PENSACOLA FL 32505
US

Mailing Address

2910 MOBILE HWY
PENSACOLA FL 32505-7011
US

2. Principal Place of Business

2a. Mailing Address

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3. Date Incorporated or Qualified: 10/20/1961
3a. Date of Last Report: 04/22/1996
4. FEI Number: 59-0936858
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent

FIELDS, CLIFFORD B., JR.
3350 MARINER CT
PENSACOLA FL 32526

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
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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 do hereby waive, and amend to the effect hereof, Section 607.0505, Florida Statutes.

SIGNATURE (NOTE: Registered Agent's signature required when re-registering) DATE

12. OFFICERS AND DIRECTORS
TITLE: VPSD
NAME: FIELDS SR., CLIFFORD B
STREET ADDRESS: 10642 LILLIAL HWY
CITY, ST, ZIP: PENSACOLA FL
TITLE: PTD
NAME: FIELDS JR., CLIFFORD B
STREET ADDRESS: 3350 MARINER CT
CITY, ST, ZIP: PENSACOLA FL
TITLE: D
NAME: FIELDS, ALMA W
STREET ADDRESS: 10642 LILLIAN HWY
CITY, ST, ZIP: PENSACOLA FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - 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 contained in 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, as an attachment with an address.

SIGNATURE: *[Signature]* Clifford B. Fields, Jr. Pres. 03/01/97 (904) 470-9800

CR2E034 (9/96)