FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

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

APPROVED AND FILED
95 MAY -1 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 463288 (1)

1. Corporation Name
RANDOLPH W. BROOKS, INC.

Principal Place of Business: 2951 HAVENDALE BLVD NW, WINTER HAVEN FL 33881

Mailing Address: 2951 HAVENDALE BLVD NW, WINTER HAVEN FL 33881

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/17/1974
3a. Date of Last Report: 03/11/1994
4. FEI Number: 59-1557639 [ ] Applied For [ ] Not Applicable
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 [X] Yes [ ] No

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

9. Name and Address of Current Registered Agent
BROOKS, RANDOLPH W.
1603 PEARCE ROAD, NORTHWEST
WINTER HAVEN FL 33880

10. Name and Address of New Registered Agent
81 Name: Robin L. Brooks
82 Street Address (P.O. Box Number is Not Acceptable): 2951 Havendale Blvd
83
84 City: Winter Haven FL 85 Zip Code: 33881

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: Robin L. Brooks

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD BROOKS,RANDOLPH W. 1603 PEARCE ROAD, N.W. WINTER HAVEN FL	[X] Change [ ] Addition	Delete
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D FENNELL, JUDY B. 2951 HAVENDALE BLVD. WINTER HAVEN FL	[ ] Change [ ] Addition	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D BROOKS,PATSY JO 2951 HAVENDAL BLVD. WINTER HAVEN FL	[ ] Change [ ] Addition	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D BROOKS, ROBIN L. 2951 HAVENDALE BLVD. WINTER HAVEN FL	[X] Change [ ] Addition	PD Brooks, Robin L. 2951 Havendale Blvd Winter Haven, FL
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] Change [ ] Addition	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] Change [ ] Addition	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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: Judy B. Fennell Judy B. Fennell 4-13-95 813-967-0237
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR / DATE / DAYTIME PHONE

0318098 CP