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Feb 12 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 746253 (4)

1. Corporation Name
THE BRANCHES, INC.



Principal Place of Business: 7210 BOICE ST ORLANDO FL 32809
Mailing Address: 7210 BOICE ST ORLANDO FL 32809-6383

3. Date Incorporated or Qualified: 03/14/1979
3a. Date of Last Report: 01/24/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields. Includes 4. FEI Number (59-2966292), 5. Certificate of Status Desired, 6. Election Campaign Financing, and 8. This corporation has liability for intangible tax under s. 199.032.

9. Name and Address of Current Registered Agent (TURNAGE, ROY B) and 10. Name and Address of New Registered Agent (81-85).

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS (PD TURNAGE, ROY B; SD HAIRE, JAME E; TD IRBY, STEVE D; VD POOLE, WILLIAM T) and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature] DATED: Feb 6 - 1997

CR2E037 (9/96)