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Mar 04 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 # 849773 (7)
1. Corporation Name
QUEEN CITY INCORPORATED



Principal Place of Business: 1500 HUGUENOT RD #101, PO BOX 190, MIDLOTHIAN VA 23113 US
Mailing Address: 1500 HUGUENOT RD #101, PO BOX 190, MIDLOTHIAN VA 23113-0180 US

3. Date Incorporated or Qualified: 07/21/1981
3a. Date of Last Report: 03/26/1996

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

4. FEI Number: 31-0997821
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: Yes No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code: FL

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	V	DELETED
NAME	STEIR, DOUGLAS	
STREET ADDRESS	4041 EXECUTIVE PARK DR, #600	
CITY - ST - ZIP	KNOXVILLE TN	
TITLE	TS	DELETED
NAME	ELLIS, MICHAEL S	
STREET ADDRESS	1500 HUGUENOT ROAD	
CITY - ST - ZIP	MIDLOTHIAN VA	
TITLE	V	DELETED
NAME	DEATON, THOMAS	
STREET ADDRESS	9041 EXECUTIVE PARK DR, #600	
CITY - ST - ZIP	KNOXVILLE TN	
TITLE	DV	DELETED
NAME	HEALEY, NORMA J	
STREET ADDRESS	HILL ST SHARONVILLE	
CITY - ST - ZIP	CINCINNATI, OHIO 00000	
TITLE	P	DELETED
NAME	BOGGS, FRANKLIN D	
STREET ADDRESS	9041 EXECUTIVE PARK DR, #600	
CITY - ST - ZIP	KNOXVILLE TN	
TITLE	D	DELETED
NAME	HEALEY, GLENN A.	
STREET ADDRESS	HILL ST SHARONVILLE	
CITY - ST - ZIP	CINCINNATI OH	

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 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]* 2/25/97 804 379 3904
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)