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PROFIT CORPORATION ANNUAL REPORT 1997



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

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97 NOV 18 AM 9:50

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 23113-0190 US

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

2. Principal Place of Business (21-24)
2a. Mailing Address (26-30)

4. FEI Number: 31-0997821
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$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 (81-85)

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: _____ DATE: _____
Signature must be in black ink and registered agent must be in black ink. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V STEIR, DOUGLAS 4041 EXECUTIVE PARK DR, #600 KNOXVILLE TN	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		12 NAME	300002352593--3
STREET ADDRESS		13 STREET ADDRESS	-11/20/97--01071--010
CITY-ST-ZIP		14 CITY-ST-ZIP	*****61.25 *****61.25
TITLE	TS ELLIS, MICHAEL S 1500 HUGUENOT ROAD MIDLOTHIAN VA	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	V DEATON, THOMAS 9041 EXECUTIVE PARK DR, #600 KNOXVILLE TN	31 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		32 NAME	John D. Thomas
STREET ADDRESS		33 STREET ADDRESS	6403 Rinke St
CITY-ST-ZIP		34 CITY-ST-ZIP	Warren MI 48091
TITLE	DV HEALEY, NORMA J HILL ST SHARONVILLE CINCINNATI, OHIO 00000	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	P BOGGS, FRANKLIN D 9041 EXECUTIVE PARK DR, #600 KNOXVILLE TN	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	D HEALEY, GLENN A. HILL ST SHARONVILLE CINCINNATI OH	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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11-19-97

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 set forth 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: _____ DATE: 10/9/97 2/25/97 804 379 3704

October 9, 1997

Division of Corporations
Annual Report Section
P.O. Box 1500
Tallahassee, FL 32302-1500

To whom it may concern:

Enclosed you will find an amended annual report for Queen City Inc. Thomas Deaton is no longer with the company and John D. Thomas has replaced him as a Vice President. Please let me know if you need any additional information regarding this change.

Sincerely,



Kim Reynolds