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Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F94000006541 (6)
 1. Corporation Name
ANDFIELD REALTY HOLDINGS, INC.



Principal Place of Business: **224 WHITE BRIDGE ROAD NASHVILLE TN 37209**
 Mailing Address: **224 WHITE BRIDGE ROAD NASHVILLE TN 37209**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	12/21/1994	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Zip	62-1548395	
24	Country	29	Country	Applied For	
25		30		Not Applicable	
2. Principal Place of Business		2a. Mailing Address		5. Certificate of Status Desired	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	<input type="checkbox"/> \$8.75 Additional Fee Required	
22	City & State	27	City & State	<input type="checkbox"/> \$5.00 May Be Added to Fees	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	
24	Country	29	Country	<input type="checkbox"/> <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	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 am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

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

OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	3100 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WARFIELD, WILLIAM M	1.2 NAME	W. Miles Warfield
STREET ADDRESS	224 WHITE BRIDGE ROAD	1.3 STREET ADDRESS	224 White Bridge Rd.
CITY-ST-ZIP	NASHVILLE TN 37209	1.4 CITY-ST-ZIP	Nashville, TN 37209
TITLE	STD	2.1 TITLE	500 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ANDREWS, NELSON	2.2 NAME	David P. Crabtree
STREET ADDRESS	224 WHITE BRIDGE ROAD	2.3 STREET ADDRESS	224 White Bridge Rd.
CITY-ST-ZIP	NASHVILLE TN 37209	2.4 CITY-ST-ZIP	Nashville, TN 37209
TITLE		3.1 TITLE	500 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	H. Rodes Hart, Jr.
STREET ADDRESS		3.3 STREET ADDRESS	224 White Bridge Rd.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Nashville, TN 37209
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

I 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 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 13 if change or on my attachment with this filing.

SIGNATURE: *And Field Realty Holdings, Inc. 2/23/98*

 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0010261

CR2E094 (10/97)