

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

97 MAY -1 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # F96000000938 (8)
 1. Corporation Name
SPECIAL COUNSEL, INC.
Counsel, Inc



Principal Place of Business 16 S. CALVERT ST BALTIMORE MD 21202	Mailing Address 16 S. CALVERT ST BALTIMORE MD 21202-1301
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3. Date Incorporated or Qualified 02/23/1996	3a. Date of Last Report
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2. Principal Place of Business 21 1551 Atlantic Blvd	2a. Mailing Address 26 177 CROSSWAYS PARK DR.
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4. FEI Number 52-1736703	Applied For <input type="checkbox"/> Not Applicable
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23. City & State Jacksonville	27. City & State WOODBURY, NY
24. Zip FL 32207	29. Zip 11797
Country FL	Country NY

5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH 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) 100002200121
83. City 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 _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DEWAN, DEREK E	
STREET ADDRESS	6440 ATLANTIC BLVD	
CITY-ST-ZIP	JACKSONVILLE FL 32211	
TITLE	STD	<input checked="" type="checkbox"/> DELETE
NAME	HOFFMAN, STEPHEN A	
STREET ADDRESS	3701 TAYLORSVILLE RD #1	
CITY-ST-ZIP	LOUISVILLE KY 40220	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BLACK, LAURA B	
STREET ADDRESS	16 S. CALVERT ST, SUITE 501	
CITY-ST-ZIP	BALTIMORE MD 21202	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NEUMANN, MARK D	
STREET ADDRESS	16 S. CALVERT ST, SUITE 501	
CITY-ST-ZIP	BALTIMORE MD 21202	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	ABNEY, MICHAEL D	
STREET ADDRESS	6440 ATLANTIC BLVD	
CITY-ST-ZIP	JACKSONVILLE FL 32211	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	STD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ABNEY, MICHAEL D
2.3 STREET ADDRESS	6440 ATLANTIC BLVD
2.4 CITY-ST-ZIP	JACKSONVILLE, FL 32211
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	AVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	CALABRO, ROBERT
5.3 STREET ADDRESS	177 CROSSWAYS PARK DR.
5.4 CITY-ST-ZIP	WOODBURY, NY 11797
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: _____ (516) 682-1400

CR2E034 (9/96)