

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

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**Apr 08 1997 8:00am
Secretary of State**

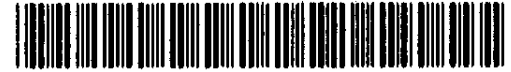
PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F96000003054 (1)

1. Corporation Name
BEF ORLANDO, INC.



Principal Place of Business Mailing Address
530 OAK COURT DR., STE. 300 MEMPHIS TN 38117 **530 OAK COURT DR., STE. 300 MEMPHIS TN 38117-3733**

3. Date Incorporated or Qualified **06/18/1996** 3a. Date of Last Report

21. Principal Place of Business	2a. Mailing Address	4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24. Zip Country	29. Zip Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CORPORATION COMPANY OF MIAMI 201 S. BISCAYNE BLVD. 1600 MIAMI CENTER MIAMI FL 33131		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	FL 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BELZ, JACK A	1.2 NAME	
STREET ADDRESS	530 OAK COURT DRIVE, STE. 300	1.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN 38117	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GROVEMAN, ANDREW J	2.2 NAME	
STREET ADDRESS	530 OAK COURT DR., STE. 300	2.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN 38117	2.4 CITY-ST-ZIP	
TITLE	DVST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, JIMMIE D	3.2 NAME	
STREET ADDRESS	530 OAK COURT DR., STE. 300	3.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN 38117	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ESTEIN, LOTHAR	4.2 NAME	
STREET ADDRESS	5211 INTERNATIONAL DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL 32819	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: _____ *Jimmie Williams* / 1/22/96 *94-162922*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)