

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003054 (1)

1. Corporation Name
BEF ORLANDO, INC.

Principal Place of Business 530 OAK COURT DR., STE. 300 MEMPHIS TN 38117	Mailing Address 530 OAK COURT DR., STE. 300 MEMPHIS TN 38117
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 100 Penbody Place	26 100 Penbody Place			06/18/1996	
22 Suite 1400	27 Suite 1400			4. FEI Number APPLIED FOR 62-1706593	
23 Memphis TN	28 Memphis TN			Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>	
24 38103	25 U.S.			5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
29 38103	30 U.S.			6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CORPORATION COMPANY OF MIAMI
 201 S. BISCAYNE BLVD.
 1800 MIAMI CENTER
 MIAMI FL 33131**

10. Name and Address of New Registered Agent

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

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	BELZ, JACK A	
STREET ADDRESS	530 OAK COURT DRIVE, STE. 300	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	GROVEMAN, ANDREW J	
STREET ADDRESS	530 OAK COURT DR., STE. 300	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	DVST	<input type="checkbox"/> DELETE
NAME	WILLIAMS, JIMMIE D	
STREET ADDRESS	530 OAK COURT DR., STE. 300	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ESTEIN, LOTHAR	
STREET ADDRESS	5211 INTERNATIONAL DRIVE	
CITY-ST-ZIP	ORLANDO FL 32819	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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 D. Williams** **4/28/98** **717 7984**

CR2E034 (10/97)