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**Mar 19 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 # J43402 (3)
1. Corporation Name
SOUTHERN IMPROVEMENT OF PENSACOLA, INC.



Principal Place of Business: **C/O JOHN B JOHNSON, JR
1870 WEST TEN MILE RD
CANTONMENT FL 32533**

Mailing Address: **C/O JOHN B JOHNSON, JR
1870 WEST TEN MILE RD
CANTONMENT FL 32533-7757**

2. Principal Place of Business (21-23)
2a. Mailing Address (26-28)

3. Date Incorporated or Qualified: **11/19/1986**
3a. Date of Last Report: **03/14/1996**

4. FEI Number: **59-2781395**
Applied For: Not Applicable

5. Certificate of Status Desired: **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution: **\$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
**JOHNSON, JOHN B
1870 WEST 10 MILE RD
CANTONMENT FL 32533**

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: _____ (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	JOHNSON, JOHN B.	
STREET ADDRESS	1870 WEST TEN MILE ROAD	
CITY-ST-ZIP	CANTONMENT FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	JOHNSON, JOHN B	
STREET ADDRESS	1870 W TEN MILE ROAD	
CITY-ST-ZIP	CANTONMENT FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	JOHNSON, LEIGH ALLISON	
STREET ADDRESS	1870 WEST TEN MILE ROAD	
CITY-ST-ZIP	CANTONMENT FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 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: *Leigh Allison Johnson* 3-12-97 478-5096

CP2E034 (9/96)