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FILED
Jan 15 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 # 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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/19/1986	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number 59-2781395	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, JOHN B.	1.2 NAME	
STREET ADDRESS	1870 WEST TEN MILE ROAD	1.3 STREET ADDRESS	
CITY- ST- ZIP	CANTONMENT FL	1.4 CITY- ST- ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, JOHN B	2.2 NAME	
STREET ADDRESS	1870 W TEN MILE ROAD	2.3 STREET ADDRESS	
CITY- ST- ZIP	CANTONMENT FL	2.4 CITY- ST- ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, LEIGH ALLISON	3.2 NAME	
STREET ADDRESS	1870 WEST TEN MILE ROAD	3.3 STREET ADDRESS	
CITY- ST- ZIP	CANTONMENT FL	3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		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 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* **LEIGH ALLISON JOHNSON**
 1-16-98 852 172-5096

CR2E034 (10/97)