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Apr 28 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 # P04946 (0)
 1. Corporation Name
PROEQUITIES, INC.



Principal Place of Business
**2801 HIGHWAY 280 SOUTH
 P.O. BOX 518
 BIRMINGHAM AL 35223
 US**

Mailing Address
**2801 HIGHWAY 280 SOUTH
 P.O. BOX 518
 BIRMINGHAM AL 35223-2488
 US**

3. Date Incorporated or Qualified **02/08/1985** 3a. Date of Last Report **04/09/1996**
 4. FEI Number **63-0879387** 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

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 P.O. Box 518
 27 Suite, Apt. #, etc.
 28 BIRMINGHAM AL
 29 35201-0518 30 Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. 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)
 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	D	<input type="checkbox"/> DELETE
NAME	BALLARD, MICHEAL B.	
STREET ADDRESS	2801 HWY. 280 SOUTH	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	WRIGHT, JOHN K.	
STREET ADDRESS	2801 HWY. 280 SOUTH	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BRIGGS, ROBERT S.	
STREET ADDRESS	2801 HWY. 280 SOUTH	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ALCORN, NANCY C.	
STREET ADDRESS	2801 HWY., 280 SOUTH	
CITY-ST-ZIP	BIRMINGHAM AL	
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	MARK BOWEN, DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	2801 HWY 280, S	
1.3 STREET ADDRESS	BHAM, AL 35223	
1.4 CITY-ST-ZIP		
2.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	EDMUND PERRY	
2.3 STREET ADDRESS	2801 HWY 280, S	
2.4 CITY-ST-ZIP	BHAM, AL 35223	
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: *Nancy C. Alcorn* **NANCY C. ALCORN**
 VICE PRESIDENT
 4-21-97 (205) 869-3022

CR2E034 (9/96)