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Feb 18 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 # P05071 (6)

1. Corporation Name
COVERDELL & COMPANY, INC.



Principal Place of Business: 2622 PIEDMONT RD. N.E. ATLANTA GA 30324
Mailing Address: 2622 PIEDMONT RD. N.E. ATLANTA GA 30324-3011

3. Date Incorporated or Qualified: 02/20/1985
3a. Date of Last Report: 07/02/1996
4. FEI Number: 58-1604660
5. Certificate of Status Desired: Applied For, Not Applicable
6. Election Campaign Financing Trust Fund Contribution: \$8.75 Additional Fee Required, \$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 (21-24)
2a. Mailing Address (25-28)
22. Suite, Apt. #, etc.
23. City & State
24. Zip, Country
25. Suite, Apt. #, etc.
26. City & State
27. Zip, Country
28. Zip, Country

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 (FL)

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

| | | |
|-----------------|-------------------------|--|
| TITLE | VCD | <input type="checkbox"/> DELETE |
| NAME | LEVISON, MIKE | |
| STREET ADDRESS | 210 LANDFALL DRIVE | |
| CITY - ST - ZIP | ATLANTA GA | |
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | OWENS, MIKE | |
| STREET ADDRESS | 3788 SIDESTREET | |
| CITY - ST - ZIP | ATLANTA GA | |
| TITLE | T | <input checked="" type="checkbox"/> DELETE |
| NAME | LANDON, LEE F. | |
| STREET ADDRESS | 2010 SHADOW BLUFF COURT | |
| CITY - ST - ZIP | MARIETTA GA | |
| TITLE | CD | <input type="checkbox"/> DELETE |
| NAME | PAUL D. COVERDELL | |
| STREET ADDRESS | 2804 ANDREWS DRIVE, NW | |
| CITY - ST - ZIP | ATLANTA GA | |
| TITLE | SD | <input type="checkbox"/> DELETE |
| NAME | S. JARVIN LEVISON | |
| STREET ADDRESS | 28 MOOREGATE SQUARE, NW | |
| CITY - ST - ZIP | ATLANTA GA | |
| TITLE | SVP | <input type="checkbox"/> DELETE |
| NAME | JULIE A. KAUFFMAN | |
| STREET ADDRESS | 25208 PLANTATION DRIVE | |
| CITY - ST - ZIP | ATLANTA GA | |

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 checked="" type="checkbox"/> Addition |
| 3.2 NAME | Chief Financial Officer |
| 3.3 STREET ADDRESS | Stuart F. Bandurant |
| 3.4 CITY - ST - ZIP | 1383 Cornell Rd. NE Atlanta, GA 30306 |
| 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: *Stuart F. Bandurant*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Stuart F. Bandurant
Date: 1-20-97 Daytime Phone #: 404/262-9100

CR2E034 (9/96)