

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

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**Jun 03 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P22363 (6)

1. Corporation Name
INVESCO CAPITAL MANAGEMENT, INC.



Principal Place of Business 1315 PEACHTREE ST. N.E. ATLANTA GA 30309	Mailing Address 1315 PEACHTREE ST. N.E. ATLANTA GA 30309-3503
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/30/1988	3a. Date of Last Report 04/29/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 58-1707262	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 Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	25	29	30
7. Name and Address of Current Registered Agent		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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
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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 NAME STREET ADDRESS CITY-ST-ZIP	CD STARKE, WENDELL M. 1315 PEACHTREE ST., NE ATLANTA GA	<input type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD MITCHELL, EDWARD C 1315 PEACHTREE ST NE ATLANTA GA	<input type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD EVERETT, WILLIS M. 1315 PEACHTREE ST., NE ATLANTA GA	<input checked="" type="checkbox"/> DELETE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T FRANCIS, JUDY 1315 PEACHTREE ST, NE ATLANTA GA	<input checked="" type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S AGUILAR, LUIS A. 1315 PEACK ST, NE ATLANTA GA	<input checked="" type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV MORGAN, JOHN F 1315 PEACHTREE ST NE ATLANTA GA	<input checked="" type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CD Edward C. Mitchell, Jr. 1315 Peachtree St., NE Atlanta, GA 30309	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	President/CEO Frank M. Bishop 1315 Peachtree St., NE Atlanta, GA 30309	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Treasurer David A. Hartley 1315 Peachtree St., NE Atlanta, GA 30309	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	Secretary Julie A. Skaggs, Esq. 1315 Peachtree St., NE Atlanta, GA 30309	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	Executive Vice President Luis A. Aguilar 1315 Peachtree St., NE Atlanta, GA 30309	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	

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: *Julie A. Skaggs* 5/19/97

CR2E034 (9/96)