

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

FILED
May 15 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 # P25362 (5)
 1. Corporation Name
SOUTHERNNET, INC.



Principal Place of Business Mailing Address
1801 PA AVE. NW.
WASHINGTON DC 20006
1133 19TH STREET. N.W.
STE. 0502/003
WASHINGTON DC 20036-3604
US

3. Date Incorporated or Qualified **07/21/1989** 3a. Date of Last Report **07/30/1996**
 4. FEI Number **58-1416873** 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 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

9. Name and Address of Current Registered Agent
THE PRENTICE HALL CORP. SYSTEM, INC.
1201 HAYS ST.
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 **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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAYLOR, GERALD H	1.2 NAME	
STREET ADDRESS	1801 PA AVE. N.W.	1.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC 20006	1.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAU, CHARLES W	2.2 NAME	
STREET ADDRESS	1133 19TH ST. N.W.	2.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC 20036	2.4 CITY - ST - ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SALSBURY, MICHAEL	3.2 NAME	
STREET ADDRESS	1801 PA AVENUE, N.W.	3.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC	3.4 CITY - ST - ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ST. JOHN, JONELLE	4.2 NAME	
STREET ADDRESS	1801 PA AVENUE, NW	4.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC	4.4 CITY - ST - ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FREITAG, EDWARD,	5.2 NAME	
STREET ADDRESS	1133 19TH STREET, NW	5.3 STREET ADDRESS	
CITY - ST - ZIP	WASHINGTON DC 20036	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 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: Charles W. Rau **4/28/97** **202-736-6000**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
CHARLES W. RAU
VICE PRESIDENT

CR2E034 (9/96)