

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

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PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham , Secretary of State DIVISION OF CORPORATIONS
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FILED
97 OCT 24 AM 11:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # P93000031823 (6)
 1. Corporation Name
PSG PROPERTIES, INC.



Principal Place of Business 6120 JUDY DRIVE JACKSONVILLE FL 32244	Mailing Address 6120 JUDY DRIVE JACKSONVILLE FL 32244
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/30/1993		3a. Date of Last Report 03/29/1996	
21	22	26	27	4. FEI Number 59-3178864		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23	24	28	29	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
Zip		Country		Zip		Country	

9. Name and Address of Current Registered Agent
**FURTICK, BEVERLY H
 1 INDEPENDENT DR.
 SUITE 2800
 JACKSONVILLE FL 32202**

10. Name and Address of New Registered Agent

B1 Name Goodbread, Patrick S.
B2 Street Address (P.O. Box Number is Not Acceptable) 6120 Judy Dr.
B3
B4 City Jacksonville
B5 Zip Code FL 32244

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 *Patrick S. Goodbread* DATE **10-22-97**

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GOODBREAD, PATRICK S	
STREET ADDRESS	6120 JUDY DR.	
CITY-ST-ZIP	JACKSONVILLE FL 32244	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	700002331887-9
1.3 STREET ADDRESS	-10/28/97--01088--009
1.4 CITY-ST-ZIP	***165.00 ***165.00
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 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 *Patrick S. Goodbread*

CR2E034 (4/97)

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GERALD JENKINS
ACCOUNTING AND TAX SERVICE

4040 Woodcock Drive, Suite 150
Jacksonville, Florida 32207
904 396 1105

October 13, 1997

Division of Corporations
Annual Reports Section
Po Box 1500
Tallahassee, FL 32302-1500

Gentlemen,

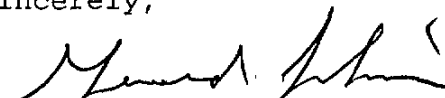
I am the accountant for PSG Properties, Inc. Patrick S. Goodbread, the sole stockholder, and myself sat down today to complete his personal tax return, which is under extension. I reviewed his tax correspondence, as we always do when we get together for the corporate and personal tax returns. We were shocked that a second notice for the corporation annual report was included in the package.

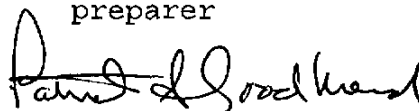
Patrick has always used his personal address for the corporation which is 6120 Judy Drive, Jacksonville, FL. This year he was married and he does not live at the address but continues to pick up his mail there.

Because of the way which I review his tax related mail, and because He saves it for me to review, and because We were together in March of 1997 for that purpose, We are both convinced that prior notice for the 1997 annual report was not received by mail. The 1996 annual report was paid on March 26, 1996 in a similar meeting where I reviewed his tax related mail.

Please abate the penalty which has been charged because he did not receive the prior notice by mail and accept his check for \$165.00 for the corporation's 1997 annual report.

Sincerely,


Gerald Jenkins, return
preparer


Patrick S. Goodbread
president