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Apr 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000073631 (2)

1. Corporation Name
COTTON & QUAIL ENTERPRISES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 205 EAST WASHINGTON STREET, MONTICELLO FL 32344
Mailing Address: PO BOX 326, MONTICELLO FL 32345, US

3. Date Incorporated or Qualified: 10/25/1993
4. FEI Number: 59-3240110
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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30
150 W Brambleton Ave, Norfolk, VA 23510

9. Name and Address of Current Registered Agent: COUNTS, DERYLENE D, 205 EAST WASHINGTON STREET, MONTICELLO FL 32344

10. Name and Address of New Registered Agent: CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324

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: Charlie F. Shampang, Asst. Sec. 3-23-98

12. OFFICERS AND DIRECTORS	
TITLE: PD	NAME: COUNTS, WILLIAM G SR
STREET ADDRESS: 205 E. WASH ST.	CITY-ST-ZIP: MONTICELLO FL
TITLE: STD	NAME: COUNTS, DERYLENE D R
STREET ADDRESS: 205 E. WASH ST.	CITY-ST-ZIP: MONTICELLO FL
TITLE:	NAME:
STREET ADDRESS:	CITY-ST-ZIP:
TITLE:	NAME:
STREET ADDRESS:	CITY-ST-ZIP:
TITLE:	NAME:
STREET ADDRESS:	CITY-ST-ZIP:

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE: President P	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
1.2 NAME: Richard F. Spears	
1.3 STREET ADDRESS: 150 W. Brambleton Avenue	
1.4 CITY-ST-ZIP: Norfolk, Virginia 23510	
2.1 TITLE: Vice President V	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
2.2 NAME: Preston McKenzie	
2.3 STREET ADDRESS: 150 W. Brambleton Avenue	
2.4 CITY-ST-ZIP: Norfolk, Virginia 23510	
3.1 TITLE: Secretary and Director	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
3.2 NAME: Louis F. Ryan	
3.3 STREET ADDRESS: 150 W. Brambleton Avenue	
3.4 CITY-ST-ZIP: Norfolk, Virginia 23510	
4.1 TITLE: Assistant Secretary AS	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME: Susan D. Smith	
4.3 STREET ADDRESS: 150 W. Brambleton Avenue	
4.4 CITY-ST-ZIP: Norfolk, Virginia 23510	
5.1 TITLE: Director	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME: John O. Wynne	
5.3 STREET ADDRESS: 150 W. Brambleton Avenue	
5.4 CITY-ST-ZIP: Norfolk, Virginia 23510	
6.1 TITLE: Director D	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
6.2 NAME: Richard F. Barry III	
6.3 STREET ADDRESS: 150 W. Brambleton Avenue	
6.4 CITY-ST-ZIP: Norfolk, Virginia 23510	

14. I 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: Susan D. Smith, 3-18-98, 59-446-2012

CR2E034 (10/97)