

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

FILED

**Apr 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997 (Amended)		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000008423(3)
 1. Corporation Name
The Jefferson National Management Company

Principal Place of Business 1031 W. Morse Blvd. Suite 140 Winter Park, FL 32789	Mailing Address 1031 W. Morse Blvd. Suite 140 Winter Park, FL 32789
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3. Date incorporated or Qualified 02/01/1994	3a. Date of Last Report 04/18/1996
4. FEI Number 59-3221147	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent
Swann, Hadley
 1031 W. Morse Blvd.
 Suite 270
 Winter Park, FL 32789

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 re-stating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	McAuliffe, Terence R.	
STREET ADDRESS	1341 G. Street, N.W. Suite 200	
CITY-STATE	Washington, D.C.	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	McAuliffe, Dorothy S.	
STREET ADDRESS	1341 G Street N.W., Suite 200	
CITY-STATE	Washington, D. C.	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	Swann, Christian M.	
STREET ADDRESS	1031 W. Morse Blvd.; Suite 270	
CITY-STATE	Winter Park, FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11. TITLE	DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	McAuliffe, Terence R.	
STREET ADDRESS	816 Connecticut Ave N.W. 11th Floor	
CITY-ST-ZIP	Washington, D.C. 20006	
21. TITLE	DST	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	McAuliffe, Dorothy S.	
STREET ADDRESS	816 Connecticut Ave N.W. 11th Floor	
CITY-ST-ZIP	Washington, D.C. 20006	
31. TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Swann, Richard R.	
STREET ADDRESS	1031 W. Morse Blvd.; Suite 270	
CITY-ST-ZIP	Winter Park, FL 32789	
41. TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Abner, Sharon B.	
STREET ADDRESS	1031 W. Morse Blvd.; Suite 270	
CITY-ST-ZIP	Winter Park, FL 32789	
51. TITLE	Ast. ST	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Brown, Karen M.	
STREET ADDRESS	1031 W. Morse Blvd.; Suite 270	
CITY-ST-ZIP	Winter Park, FL 32789	
61. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 contained 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 on Back 12 or Back 13 if changed, or on an attachment with an address.

SIGNATURE: Sharon B. Abner V.P. Date: 4/10/97 Daytime Phone #: (407) 647-2777