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May 08 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 # P96000052388 (1)
1. Corporation Name
KEPRO SOUTH, INC.

Principal Place of Business: 4950 W. Kennedy Blvd. Suite 301 Tampa FL 33609-1830
Mailing Address: 4950 W. Kennedy Blvd. Suite 301 Tampa FL 33609-1830

2. Principal Place of Business: 21
2a. Mailing Address: 26 P.O. Box 8310
22. State, Apt. #, etc.:
27. Suite, Apt. #, etc.:
23. City & State: 28 Harrisburg, PA
24. Zip: 29 17105-8310
25. Country: 30 USA

3. Date Incorporated or Qualified: 06/19/1996
3a. Date of Last Report: 4/6/96
4. FEI Number: 59-3385947
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

9. Name and Address of Current Registered Agent
DiNardi, John III
4950 W. Kennedy Blvd.
Suite 301
Tampa FL 33609-1830

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Donald E. Harrop	1.2 NAME	
STREET ADDRESS	130 Fourth Avenue	1.3 STREET ADDRESS	
CITY-ST-ZIP	Phoenixville PA	1.4 CITY-ST-ZIP	
TITLE	Vice President <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Charles Hayes, Jr.	2.2 NAME	
STREET ADDRESS	2005 Riverside Avenue	2.3 STREET ADDRESS	
CITY-ST-ZIP	Jacksonville, FL	2.4 CITY-ST-ZIP	
TITLE	Chief Executive Officer <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	John DiNardi, III	3.2 NAME	
STREET ADDRESS	1030 Canter Court	3.3 STREET ADDRESS	
CITY-ST-ZIP	Harrisburg, PA 17111	3.4 CITY-ST-ZIP	
TITLE	Treasurer <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Frederick G. Brown, MD	4.2 NAME	
STREET ADDRESS	North Academy Avenue	4.3 STREET ADDRESS	
CITY-ST-ZIP	Danville, PA	4.4 CITY-ST-ZIP	
TITLE	Secretary <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Marcia Rynearson	5.2 NAME	
STREET ADDRESS	8771 Presidents Drive	5.3 STREET ADDRESS	
CITY-ST-ZIP	Hummelstown, PA 17036	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	

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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 1 or Block 1a, if changed, or on an attachment with an address.

SIGNATURE: Donald E. Harrop DATE: 5/30/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Days/No Phone #

CR2E034 (9/96)