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Mar 18 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 # S32731 (9)
1. Corporation Name
SCHOFIELD CORPORATION OF ORLANDO



Principal Place of Business: 255 S ORANGE AVE SUITE 888 ORLANDO FL 32801 US
Mailing Address: 255 S. ORANGE AVENUE 888 ORLANDO FL 32801-3452 US

3. Date Incorporated or Qualified: 02/14/1991
3a. Date of Last Report: 06/06/1996
4. FEI Number: 59-3047860
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: 450 East Las Olas Blvd. Suite Apt. # etc: #1200 City & State: Fort Lauderdale, FL Zip: 33301 Country: USA
2a. Mailing Address: 450 East Las Olas Blvd. Suite, Apt. #, etc.: #1200 City & State: Fort Lauderdale, FL Zip: 33301 Country: USA

9. Name and Address of Current Registered Agent: ROTH, ROBERT T. 255 S ORANGE AVE SUITE 888 ORLANDO FL 32801

10. Name and Address of New Registered Agent: 81 Name: CT Corporation System 82 Street Address (P.O. Box Number is Not Acceptable): 1200 S. Pine Island Road 83 84 City: Plantation FL 85 Zip Code: 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: Victoria Goldstein VICTORIA GOLDSTEIN, SPECIAL ASST. SECRETARY 3/13/97 DATE

12. OFFICERS AND DIRECTORS

TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	COSGROVE, MARK J.	
STREET ADDRESS	7550 HINSON ST. #8-C	
CITY-ST-ZIP	ORLANDO FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ROTH, ROBERT T.	
STREET ADDRESS	7550 HINSON ST #8-C	
CITY-ST-ZIP	ORLANDO FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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	

SEE ATTACHED LIST

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: Richard L. Hardley 3/13/97 954-713-5200 DATE DAYTIME PHONE #

CR2E034 (9/96)

SCHOFIELD CORPORATION OF ORLANDO
OFFICER & DIRECTOR LIST

<u>OFFICE</u>	<u>NAME</u>
Director	Harris W. Hudson
President	Harris W. Hudson
Vice Presidents	Jim Cosman
	Richard L. Handley
	Thomas W. Hawkins
	Jeff Levine
	Michael Drury
	Allen R. Bradbeck
Secretary	Richard L. Handley
Assistant Secretaries	Jeff Levine
Treasurer	Courtland Peddy
Assistant Treasurers	Michael Carpenter
	Howard Sills
	Michael Drury

Address: 450 East Las Olas Blvd., Suite 1200
Fort Lauderdale, Florida 33301