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**Apr 11 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V49890 (9)
1. Corporation Name
BUTLER & LEMONS, INC.



Principal Place of Business 130 S. ORANGE AVE. SUITE 150 ORLANDO FL 32801 US	Mailing Address 130 S. ORANGE AVE. SUITE 150 ORLANDO FL 32801-3229 US
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3. Date Incorporated or Qualified 07/10/1992	3a. Date of Last Report 04/30/1996
4. FEI Number 59-3140272	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 21 Butler Lemons Romero, D, Inc Suite, Apt. #, etc.	2a. Mailing Address 27 Suite, Apt. #, etc.
22 City & State	28 City & State
23 Zip Country	29 Zip Country
24	30

9. Name and Address of Current Registered Agent
**BUTLER, RICHARD GUY A.
1554 WATERWITCH DRIVE
SUITE 860
ORLANDO FL 32806**

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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE D	<input type="checkbox"/> DELETE
NAME LEMONS, TIMOTHY J.	
STREET ADDRESS 587 MOAT COURT	
CITY-ST-ZIP ORLANDO FL	
TITLE D	<input type="checkbox"/> DELETE
NAME BUTLER, RICHARD GUY A.	
STREET ADDRESS 1554 WATERWITCH DRIVE	
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 Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME Daniel Romero	
1.3 STREET ADDRESS 975 Stonewood Lane	
1.4 CITY-ST-ZIP Maitland, FL 32751	
2.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME Karen Moorhead	
2.3 STREET ADDRESS 1251 RAVIDA WOODS DR	
2.4 CITY-ST-ZIP APOPKA, FL 32703	
3.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME RICHARD WILSON	
3.3 STREET ADDRESS 1400 Berwyn Road	
3.4 CITY-ST-ZIP Orlando, FL 32806	
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: Timothy J. Lemons **LEMONS, TIMOTHY J.** 9/7/97 (97) 648-8888
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)