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Feb 03 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 # 125973 (8)

1. Corporation Name
BEALL'S, INC.

Principal Place of Business
1806 38TH AVENUE EAST
BRADENTON FL 34208

Mailing Address
PO BOX 25207
ATTN S M KNOPIK
BRADENTON FL 34208-5207
US



3. Date Incorporated or Qualified 03/05/1932	3a. Date of Last Report 04/24/1996
4. FEI Number 59-0243800	Applied For <input type="checkbox"/> 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 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent
BEALL, ROBERT M, II
1806 38TH AVENUE EAST
BRADENTON FL 34208

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
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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	DELET <input type="checkbox"/> DELETE
NAME	BEALL, EGBERT R
STREET ADDRESS	1806 38TH AVE. EAST
CITY-ST-ZIP	BRADENTON FL
TITLE	DE <input type="checkbox"/> DELETE
NAME	BEALL, ROBERT M, II
STREET ADDRESS	1806 38TH AVE. EAST
CITY-ST-ZIP	BRADENTON FL
TITLE	D <input type="checkbox"/> DELETE
NAME	WALTERS, CLIFFORD
STREET ADDRESS	1806 38TH AVE. EAST
CITY-ST-ZIP	BRADENTON FL
TITLE	DELET <input type="checkbox"/> DELETE
NAME	KNOPIK, STEPHEN M.
STREET ADDRESS	1806 38TH AVE. EAST
CITY-ST-ZIP	BRADENTON FL
TITLE	D <input type="checkbox"/> DELETE
NAME	SZYMANSKI, BETTY
STREET ADDRESS	1806 38TH AVE. EAST
CITY-ST-ZIP	BRADENTON FL
TITLE	DELET <input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Chairman Emeritus <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	Chairman, President, CEO <input checked="" 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	Executive VP - CFO, Sec., Treas. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	VP - Real Estate <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Seth Layton
5.3 STREET ADDRESS	1806 38th Ave E.
5.4 CITY-ST-ZIP	Bradenton, FL
6.1 TITLE	VP - INFO systems <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	George Hiskes
6.3 STREET ADDRESS	1806 38th Ave E.
6.4 CITY-ST-ZIP	Bradenton, FL

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 checked, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)