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Feb 10 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 # P35107

(2)

1. Corporation Name

AMELIA CAPITAL CORP.

Principal Place of Business

BOX 8348  
AMELIA IS FL 32034

Mailing Address

BOX 8348  
AMELIA IS FL 32034

3. Date Incorporated or Qualified

08/09/1991

3a. Date of Last Report

02/27/1996

2. Principal Place of Business

21 Same  
Suite, Apt. #, etc.

2a. Mailing Address

26 Same  
Suite, Apt. #, etc.

4. FEI Number

58-1943970

Applied For

Not Applicable

22 City & State

23 Zip

24 Country

27 City & State

28 Zip

29 Country

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

KELLY, JAMES E.  
BOWMAN ROAD, AMELIA VILLAGE  
225 WATER STREET  
AMELIA ISLAND FL 32035

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS

TITLE CPS

NAME WILLIAMS, ARTHUR L., III

STREET ADDRESS 347 MCDANIEL ST

CITY-ST-ZIP MONROE GA

TITLE VAS

NAME KELLY, JAMES E

STREET ADDRESS BOWMAN ROAD, AMELIA VILLAGE

CITY-ST-ZIP AMELIA ISLAND FL

TITLE AS

NAME CRIM, GLOICE Y

STREET ADDRESS 5483 FLORENCE POINT DRIVE

CITY-ST-ZIP FENANDINA BCH FL

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

02/27/97

(904) 261-2337

CR2E034 (9/96)