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May 14 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 # **P94000000342 (3)**

1. Corporation Name
BROUGHTON INTERNATIONAL INC.

Principal Place of Business	Mailing Address
BARNETT TOWER, STE. 420 100 SECOND STREET. N. ST. PETERSBURG FL 33701 US	~~100 SECOND STREET, N.~~ PO Box 3342 ~~SUITE 720~~ ST. PETERSBURG FL ~~33701~~ 33731 US

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26 PO BOX 3343	01/04/1994	05/01/1996
Suite, Apt. #, etc 22	Suite, Apt. #, etc. 27	4. FEI Number 59-3217006	☐ Applied For ☐ Not Applicable
City & State 23	City & State 28 ST PETERSBURG FL	5. Certificate of Status Desired ☐	**$8.75** Additional Fee Required
Zip / Country 24 / 25	Zip / Country 29 33731-3343 / 30 USA	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	10. Name and Address of New Registered Agent
BROUGHTON, JAMES BARNETT TOWER SUITE 720 ONE PROGRESS PLAZA ST. PETERSBURG FL 33701	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 3900 9TH STREET N 83 84 City ST PETERSBURG **FL** 85 Zip Code 33703

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 reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	☐ DELETE	1.1 TITLE	☒ Change ☐ Addition
NAME	BROUGHTON, JAMES E		1.2 NAME	
STREET ADDRESS	100 SECOND STREET, N.		1.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		1.4 CITY-ST-ZIP	ST PETERSBURG FL 33703
TITLE	STD	☐ DELETE	2.1 TITLE	☒ Change ☐ Addition
NAME	BROUGHTON, KAY T		2.2 NAME	
STREET ADDRESS	100 SECOND STREET, N.		2.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		2.4 CITY-ST-ZIP	ST PETERSBURG FL 33703
TITLE	V	☐ DELETE	3.1 TITLE	☒ Change ☐ Addition
NAME	BROUGHTON, MARK D		3.2 NAME	
STREET ADDRESS	100 SECOND STREET, N.		3.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		3.4 CITY-ST-ZIP	ST PETERSBURG FL 33703
TITLE	V	☐ DELETE	4.1 TITLE	☒ Change ☐ Addition
NAME	BROUGHTON, JAMES E JR.		4.2 NAME	
STREET ADDRESS	100 SECOND STREET, N.		4.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		4.4 CITY-ST-ZIP	ST PETERSBURG FL 33703
TITLE	V	☐ DELETE	5.1 TITLE	☒ Change ☐ Addition
NAME	DELUCIA, BROOKE A JR.		5.2 NAME	
STREET ADDRESS	100 SECOND STREET, N.		5.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		5.4 CITY-ST-ZIP	ST PETERSBURG FL 33703
TITLE	V	☐ DELETE	6.1 TITLE	☒ Change ☐ Addition
NAME	BROUGHTON, MATTHEW S JR.		6.2 NAME	
STREET ADDRESS	100 SECOND STREET, NO.		6.3 STREET ADDRESS	3900 9TH STREET N
CITY-ST-ZIP	ST. PETERSBURG FL		6.4 CITY-ST-ZIP	ST PETERSBURG FL 33703

CR2E034 (9/96)

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 REQUIRED 4-29-97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

0510666