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**Sep 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
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DOCUMENT # 258024 (9)
 1. Corporation Name
SERVICE MORTGAGE AND INSURANCE AGENCY, INC.

Principal Place of Business 4655 SALISBURY RD JACKSONVILLE, FL 32256-0958 US	Mailing Address P.O. BOX 11007 BIRMINGHAM, AL 35288 US
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3. Date Incorporated or Qualified 04/16/1962	3a. Date of Last Report 05/1/1996
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2. Principal Place of Business 21 51 WEST BAY STREET Suite, Apt. #, etc.	2b. Mailing Address 26 P.O. BOX 11007/LAW DEPT Suite, Apt. #, etc.
22 City & State 23 JACKSONVILLE, FL	27 City & State 28 BIRMINGHAM, AL
24 Zip 32202 Country US	29 Zip 35288 Country US

4. FEI Number 59-1056724	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**JONES, MALCOLM, JR.
c/o FLORIDABANK, FSB
4655 SALISBURY RD
JACKSONVILLE, FL 32256**

10. Name and Address of New Registered Agent
 81 Name **J. STEWART BAKER, III**
 82 Street Address (P.O. Box Number is Not Acceptable)
51 WEST BAY STREET
 84 City **JACKSONVILLE, FL** 85 Zip Code **32202**

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: *J. Stewart Baker, III* DATE: **September 2, 1997**

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	CHARLET, KERRY	
STREET ADDRESS	100 NORTH TAMPA STREET SUITE 3400	
CITY-ST-ZIP	TAMPA, FL 33602	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	BAKER, STEWART J.	
STREET ADDRESS	1901 6TH AVE N	
CITY-ST-ZIP	BIRMINGHAM, AL 35203	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LYNDA KERN	
STREET ADDRESS	1901 6TH AVE N	
CITY-ST-ZIP	BIRMINGHAM, AL 35203	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	DILL, DENNIS	
STREET ADDRESS	1901 6TH AVE N	
CITY-ST-ZIP	BIRMINGHAM, AL 35203	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CAUGHRAN, WILLIAM	
STREET ADDRESS	1901 6TH AVE N	
CITY-ST-ZIP	BIRMINGHAM, AL 35203	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	V/D BAKER, III, J. STEWART
2.3 STREET ADDRESS	51 WEST BAY STREET
2.4 CITY-ST-ZIP	JACKSONVILLE, FL 32202
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 checked="" type="checkbox"/> Addition
4.2 NAME	D FOX, SARA H.
4.3 STREET ADDRESS	1901 6TH AVENUE NORTH
4.4 CITY-ST-ZIP	BIRMINGHAM, AL 35203
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	200002290972
6.3 STREET ADDRESS	-09/11/97--01110--001
6.4 CITY-ST-ZIP	***550.00

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: *William Coughran* DATE: **September 3, 1997** 205-326-4940
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Day Daytime Phone #

CP2E034 (9/96)