

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Mar 12 1997 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  <b>FLORIDA DEPARTMENT OF STATE<br/>Sandra B. Mortham<br/>Secretary of State<br/>DIVISION OF CORPORATIONS</b> |  |
| <b>DOCUMENT #</b><br>1. Corporation Name<br><b>BEST INSURORS, INC.</b><br><b>194227</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                |  |
| <b>Principal Place of Business</b><br><b>1500 N. Dale Mabry Hwy.<br/>Tampa, FL 33607</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | <b>Mailing Address</b><br><b>1500 N. Dale Mabry Hwy.<br/>Tampa, FL 33607</b>                                                                                                                   |  |
| <b>2. Principal Place of Business</b><br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | <b>2a. Mailing Address</b><br>25 Suite, Apt. #, etc.<br>26 City & State<br>27 Zip<br>28 Country                                                                                                |  |
| <b>3. Date Incorporated or Qualified</b><br><b>06/29/1956</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | <b>3a. Date of Last Report</b><br><b>05/01/1996</b>                                                                                                                                            |  |
| <b>4. FEI Number</b><br><b>59-0787507</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | <b>Applied For</b><br><input type="checkbox"/> <b>\$8.75 Additional Fee Required</b><br><input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                            |  |
| <b>5. Certificate of Status Desired</b><br><input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | <b>6. Election Campaign Financing</b><br><input type="checkbox"/>                                                                                                                              |  |
| <b>7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b><br>Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                |  |
| <b>9. Name and Address of Current Registered Agent</b><br><b>CT Corporation System<br/>1200 So. Pine Island Road<br/>Plantation, FL 33324</b>                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | <b>10. Name and Address of New Registered Agent</b><br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br><b>FL</b>                           |  |
| <b>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.</b>                                                                                                                    |  |                                                                                                                                                                                                |  |
| <b>SIGNATURE</b><br>(Signature of person performing change of registered agent and fee, if applicable) (NOTE: Registered Agent signature required when reinstating) DATE                                                                                                                                                                                                                                                                                                                                                                                                                  |  |                                                                                                                                                                                                |  |
| <b>12. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>                                                                                                                                   |  |
| <b>1. TITLE</b><br><b>P</b><br><b>Snyder, Dana A.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | <b>1.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>2. TITLE</b><br><b>VP</b><br><b>Kurucz, Donald M.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | <b>2.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>3. TITLE</b><br><b>S</b><br><b>Porter, Edward A.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | <b>3.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>4. TITLE</b><br><b>D</b><br><b>Hyatt, Kenneth E.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | <b>4.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>5. TITLE</b><br><b>D</b><br><b>Almy, Richard E.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | <b>5.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>6. TITLE</b><br><b>DVPT</b><br><b>Fjelstul, Dean M.</b><br><b>1500 N.Dale Mabry Hwy.</b><br><b>Tampa, FL 33607</b><br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | <b>6.1 TITLE</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                          |  |
| <b>14. I declare by certifying 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 Book of Records.</b> |  | <b>000002112200</b><br><b>-03/13/97--01014--013</b><br><b>***165.00</b><br><b>3/1/97</b>                                                                                                       |  |
| <b>SIGNATURE: By <i>[Signature]</i> Assistant Treasurer</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | <b>2/24/97 (813) 87104273</b>                                                                                                                                                                  |  |
| <b>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | <b>Date Daytime Phone #</b>                                                                                                                                                                    |  |

CR2E034 (9/96)

January 15, 1997

BEST INSURORS, INC.  
1500 North Dale Mabry Highway  
Tampa, Florida 33607

49.2 82

MAILING ADDRESS

P. O. Box 31601  
Tampa, Florida 33631-3601

(Subsidiary of Walter Industries, Inc.)

Employer Identification Number 59-0787507

---

DIRECTORS:

Richard E. Almy  
Dean M. Fjelstul  
Kenneth E. Hyatt

OFFICERS:

TITLE:

|                     |                              |
|---------------------|------------------------------|
| Dana A. Snyder      | President                    |
| Dean M. Fjelstul    | Vice President and Treasurer |
| Donald M. Kurucz    | Vice President               |
| Lee M. Voss         | Vice President - Finance     |
| Edward A. Porter    | Secretary                    |
| Becky L. Mook       | Assistant Secretary          |
| Mary C. Snow        | Assistant Secretary          |
| Cynthia B. Eisch    | Assistant Treasurer          |
| Stephen H. Foxworth | Assistant Treasurer          |

-----  
Incorporated in Florida July 24, 1956.

Registered Agent: C T Corporation System  
1200 So. Pine Island Road  
Plantation, Florida 33324