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FILED
May 20 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 # 303675 (3)

1. Corporation Name
CLAYTON FRANK, & SONS INC.



Principal Place of Business 402 CYPRESS ST PO BOX 67 CRESCENT CITY FL 32112-7067	Mailing Address 402 CYPRESS ST PO BOX 67 CRESCENT CITY FL 32112-0067
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

3. Date Incorporated or Qualified 04/01/1966	3a. Date of Last Report 07/24/1996
4. FEI Number 56-0884591	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

**FRANK, CLAYTON A.
 33 S MAIN ST.
 402 CYPRESS ST
 CRESCENT CITY FL 32112**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	JOHNSON, THOMAS H.	
STREET ADDRESS	691 TEKULVE ROAD	
CITY-ST-ZIP	BATESVILLE IN	
TITLE	VPST	<input checked="" type="checkbox"/> DELETE
NAME	GAARSOE, BERNHARD L.	
STREET ADDRESS	691 TEKULVE ROAD	
CITY-ST-ZIP	BATESVILLE IN	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	HORN, ROBERT G.	
STREET ADDRESS	691 TEKULVE ROAD	
CITY-ST-ZIP	BATESVILLE IN	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	CUTTER, WILLIAM B.	
STREET ADDRESS	691 TEKULVE ROAD	
CITY-ST-ZIP	BATESVILLE FL	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	TIDWELL, STEVEN A.	
STREET ADDRESS	691 TEKULVE ROAD	
CITY-ST-ZIP	BATESVILLE IN	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GARY WRIGHT	
1.3 STREET ADDRESS	3940 OLYMPIC BLVD, SUITE 300	
1.4 CITY-ST-ZIP	ERLANGER, KY 41018	
2.1 TITLE	ST	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	MYLES CAIRNS	
2.3 STREET ADDRESS	3940 OLYMPIC BLVD., SUITE 300	
2.4 CITY-ST-ZIP	ERLANGER, KY 41018	
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 type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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6/20/97

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: *Myles Cairns* **MYLES CAIRNS** (606)746-6801

CR2E034 (9/96)