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FILED
Apr 25 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 # 332766 (5)
1. Corporation Name
GENE H. WESTPHALL INC.



Principal Place of Business Mailing Address
11511-113TH ST. N. A-25 11511-113TH ST. N. A-25
LARGO FL 34648 LARGO FL 33778-3043

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		07/22/1968		05/01/1996	
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Zip		28 Zip		59-1217216		Not Applicable	
24 Country		29 Country		5. Certificate of Status Desired		8.75 Additional Fee Required	
				6. Election Campaign Financing		5.00 May Be Added to Fees	
				Trust Fund Contribution			
				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			
WESTPHALL, GENE H 11511-113TH ST. N. A-25 LARGO FL 34648				81 Name GENE H. WESTPHALL			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				L217-SEMINOLE BLVD.			
				83 SEMINOLE, FL.			
				84 City			
				FL 85 Zip Code 33772			

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	WESTPHALL, GENE H			1.2 NAME			
STREET ADDRESS	11511-113TH ST. N. A-25			1.3 STREET ADDRESS			
CITY-ST-ZIP	LARGO, FLORIDA 33543			1.4 CITY-ST-ZIP			
TITLE	SD	DELETE		2.1 TITLE	Change Addition		
NAME	WESTPHALL, BERNICE			2.2 NAME			
STREET ADDRESS	11511-113TH ST. N. A-25			2.3 STREET ADDRESS			
CITY-ST-ZIP	LARGO, FLORIDA 33543			2.4 CITY-ST-ZIP			
TITLE		DELETE		3.1 TITLE	Change Addition		
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		DELETE		4.1 TITLE	Change Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETE		5.1 TITLE	Change Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETE		6.1 TITLE	Change Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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] 4/21/97

CR2E034 (9/96)