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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 # 434496 (6)

1. Corporation Name
THE MITCHELL CORPORATION OF FLORIDA



Principal Place of Business	Mailing Address
7200 N 9TH AVE SUITE 6 PENSACOLA FL 32504	7200 N 9TH AVE SUITE 6 PENSACOLA FL 32504-6800

3. Date Incorporated or Qualified 10/03/1973	3a. Date of Last Report 04/09/1996
4. FEI Number 63-0655786	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 3298 Summit Blvd. #18	26. P.O. Box 160706
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.
23. Pensacola, FL	28. Mobile, AL
24. 32503-4350	29. 36616-1706
25. Country	30. Country

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
DICKSON, MAX L. 7200 N 9TH AVE SUITE 6 PENSACOLA FL 32504	81. Name
	82. Street Address (P.O. Box Number is Not Acceptable)
	83.
	84. City
	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D STEFAN, CHESTER J	1.2 NAME	D Stefan, Chester J.
STREET ADDRESS	7200 N 9TH AVE, STE 6	1.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA FL	1.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D KELLY, DONALD P. J	2.2 NAME	D Kelly Jr., Donald P.
STREET ADDRESS	7200 N 9TH AVE, STE 6	2.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA, FL 00000	2.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VD SAINT, JOHN B.	3.2 NAME	VD Saint, John B.
STREET ADDRESS	7200 N 9TH AVE, STE 6	3.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA FL	3.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S WESCH, PAUL C.	4.2 NAME	S Wesch, Paul C.
STREET ADDRESS	7200 N 9TH AVE, STE 6	4.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA FL	4.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	T ISHEE, WILLIAM H.	5.2 NAME	T Ishee, William H.
STREET ADDRESS	7200 N 9TH AVE, STE 6	5.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA FL	5.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD CAMPUS III, JOSEPH J.	6.2 NAME	D Campus III Joseph J.
STREET ADDRESS	7200 N 9TH AVE, STE 6	6.3 STREET ADDRESS	3298 Summit Blvd. #18
CITY-STATE-ZIP	PENSACOLA FL	6.4 CITY-STATE-ZIP	Pensacola, FL 32503-4350

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: _____ **4-30-97 (334) 476-1200**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)

THE MITCHELL CORPORATION OF FLORIDA, INC.
F.E.I.# 63-0655786
ADDITIONAL OFFICERS & DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>COMPLETE BUSINESS ADDRESS</u>
President / Director	William Bentley	3298 Summit Blvd. # 18, Pensacola, FL 32503-4350