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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 445290 (0)
1. Corporation Name
GREAT ATLANTIC OF FLORIDA, INC.



Principal Place of Business Mailing Address
2 EATON STREET, SUITE #1100 2 EATON STREET, SUITE #1100
HAMPTON VA 23669 HAMPTON VA 23669

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 Zip Country

29 Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

KELLY, WILLIAM
6301 BISCAYNE BLVD.
SUITE 100
MIAMI FL 33138

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

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 DT
NAME JOSEPH, EDWIN A.
STREET ADDRESS 2 EATON STREET, STE 1100
CITY-ST-ZIP HAMPTON VA 23669

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE S
NAME BYRNE, JOSEPH P.
STREET ADDRESS 2 EATON STREET SUITE 1100
CITY-ST-ZIP HAMPTON VA 23669

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE P
NAME LAYNE, AUBREY L JR
STREET ADDRESS 2 EATON STREET, SUITE 1100
CITY-ST-ZIP HAMPTON VA 23669

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE AS
NAME KELLY, WILLIAM
STREET ADDRESS 6301 BISCAYNE BLVD., SUITE 100
CITY-ST-ZIP MIAMI FL 33138

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I 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:

Aubrey L. Layne, Jr., President. 3/24/98 757-996-3400

CR2E034 (10/97)