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**Jan 15 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 # 549535 (3)

1. Corporation Name
PBF PROVISIONERS, INC.



Principal Place of Business
**6625 WHITE DRIVE
RIVIERA BEACH FL 33407-1209**

Mailing Address
**6625 WHITE DRIVE
RIVIERA BEACH FL 33407-1209**

3. Date Incorporated or Qualified
09/30/1977

3a. Date of Last Report
04/05/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-1749635	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	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
22. City & State	27. City & State	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23. Zip	28. Zip		
24. Country	29. Country		

8. Name and Address of Current Registered Agent

**BROOME, WILLIAM R. H.
801 SPENCER DR.
WEST PALM BEACH FL 33409**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
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 _____ DATE _____
Signature by principal or president or other registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPER, CHARLES R	1.2 NAME	
STREET ADDRESS	400 ARABIAN ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPER, CHARLES EDWARD	2.2 NAME	
STREET ADDRESS	306 EARL ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONGWOOD FL	2.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPER, CHARLES R., JR.	3.2 NAME	
STREET ADDRESS	240A SOUTH COUNTY RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPER, LEELA	4.2 NAME	
STREET ADDRESS	400 ARABIAN RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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]* Date **5/6/97** Daytime Phone # **344-1473**
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CRE034 (9/96)