

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
X1997X 1998



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

DOCUMENT # 600957
1. Corporation Name
HENDERSON, FRANKLIN, STARNES & HOLT, P. A.

Principal Place of Business
1715 MONROE STREET
FORT MYERS, FLORIDA 33901

Mailing Address
P. O. BOX 280
FORT MYERS, FLORIDA 33902-0280

2. Principal Place of Business
21 Suite, Apt. #, etc
22 City & State
23 Zip
24 Country

2a. Mailing Address
25 Suite, Apt. #, etc
26 City & State
27 Zip
28 Country

3. Date Incorporated or Qualified
APRIL 23, 1969

3a. Date of Last Report
MAY 2, 1997

4. FEI Number
59-1237100

5. Certificate of Status Desired
\$8.75 Additional Fee Required

6. Election Campaign Financing
Trust Fund Contribution
\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
Yes No

9. Name and Address of Current Registered Agent
WILLIAM N. HOROWITZ
1715 MONROE STREET
FORT MYERS, FLORIDA 33901

10. Name and Address of New Registered Agent
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
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE P/D
NAME RONALD W. SMALLEY
STREET ADDRESS 1715 MONROE STREET
CITY-ST-ZIP FORT MYERS, FLORIDA 33901
TITLE S/D
NAME CHARLES J. BASINAIT
STREET ADDRESS 1715 MONROE STREET
CITY-ST-ZIP FORT MYERS, FLORIDA 33901
TITLE V/D
NAME MICHAEL J. CORSO
STREET ADDRESS 1715 MONROE STREET
CITY-ST-ZIP FORT MYERS, FLORIDA 33901
TITLE V/D
NAME DENIS H. NOAH
STREET ADDRESS 1715 MONROE STREET
CITY-ST-ZIP FORT MYERS, FLORIDA 33901
TITLE V/D
NAME ERNEST H. HATCH, JR.
STREET ADDRESS 1715 MONROE STREET
CITY-ST-ZIP FORT MYERS, FLORIDA 33901
TITLE SEE ATTACHED SHEET FOR ADDITIONAL OFFICERS/DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP
21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP
31 TITLE EXEC/ V/D
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP
41 TITLE
42 NAME DENIS H. NOAH
43 STREET ADDRESS
44 CITY-ST-ZIP
51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP
61 TITLE
62 NAME
63 STREET ADDRESS
64 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)(ii), 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: William N. Horowitz Vice President & Director May 5, 1998 941/334-4121
WILLIAM N. HOROWITZ

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Section 12. Title, Name and Street Address of Officers and Directors (Continued)

<u>Title</u>	<u>Names of Officers and Directors</u>	<u>Street Address, City, State, Zip Code</u>
V/D	ALBERT M. FRIERSON	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	STEPHEN L. HELGEMO	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	JOHN A. NOLAND	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	WILLIAM N. HOROWITZ	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	GERALD W. PIERCE	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	J. TERRENCE PORTER	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	VICKI L. SPROAT	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	JOHN W. LEWIS	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	CRAIG FERRANTE	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	JAMES L. NULMAN	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	HAROLD N. HUME, JR.	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	BRUCE M. STANLEY	1715 MONROE STREET FORT MYERS, FLORIDA 33901

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V/D	DANIEL W. SHEPPARD	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	RUSSELL P. SCHROPP	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	CHAD J. MOTES	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	GUY E. WHITESMAN	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	STEVEN G. KOEPPPEL	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	DOUGLAS B. SZABO	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	RANDAL H. THOMAS	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	ROBERT C. SHEARMAN	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	ANDREW . RINGERS, JR.	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	JOHN F. POTANOVIC	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	THOMAS H. GUNDERSON	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	DAVID K. FOWLER	1715 MONROE STREET FORT MYERS, FLORIDA 33901
V/D	PAULA F. KELLEY	1715 MONROE STREET FORT MYERS, FLORIDA 33901