

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 28 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 # 611395 (5)
1. Corporation Name
RPWE, INC.



Principal Place of Business Mailing Address
9365 PHILLIPS HWY 9365 PHILLIPS HWY
JACKSONVILLE FL 32256 JACKSONVILLE FL 32256-1311

2. Principal Place of Business 21 P.O. Box 57697 Suite, Apt. #, etc. 22 City & State 23 Jacksonville, Fla. Zip Country 24 32241-7697 25 U.S.A.		2a. Mailing Address 26 P.O. Box 57697 Suite, Apt. #, etc. 27 City & State 28 Jacksonville, Fla. Zip Country 29 32241-7697 30 U.S.A.		3. Date Incorporated or Qualified 02/28/1979	3a. Date of Last Report 06/03/1996
				4. FEI Number 59-1914178	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	

9. Name and Address of Current Registered Agent
PACE, A. RAY
9365 PHILLIPS HWY
JACKSONVILLE FL 32256

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 _____ (NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PACE, A RAY	1.2 NAME	
STREET ADDRESS	14750 BCH BLVD. #65	1.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32256	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYNN, MICHAEL D.	2.2 NAME	
STREET ADDRESS	1941 GROVE BLUFF RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32259	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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		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: _____

3/03/97 (904)363-3008

CR2E034 (9/96)