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FILED
Apr 16 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 642068 (1)

1. Corporation Name
SOUTHERN PROTECTIVE HOLDING COMPANY

Principal Place of Business
1725 MEMORIAL PARK DR
JACKSONVILLE FL 32204

Mailing Address
1725 MEMORIAL PARK DR
JACKSONVILLE FL 32204



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/18/1979	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1957316	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

SCOTT, JACK L
1725 MEMORIAL PARK DR
JACKSONVILLE FL 32204

10. Name and Address of New Registered Agent

81 Name
WALTER A. MCRAE, JR.
82 Street Address (P.O. Box Number is Not Acceptable)
1725 MEMORIAL PARK DRIVE
83
84 City
JACKSONVILLE FL 85 Zip Code
32204-4117

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 *Walter A. McRae, Jr.* WALTER A. MCRAE, JR., PRESIDENT 4-1-98
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	D	1.1 TITLE	D
NAME	GLOVER, ALLEN T	1.2 NAME	SARA DIAJE GRAHAM
STREET ADDRESS	701 FISK ST	1.3 STREET ADDRESS	3787 ORTIGA BOULEVARD
CITY-ST-ZIP	JACKSONVILLE FL 32204	1.4 CITY-ST-ZIP	JACKSONVILLE, FLORIDA 32210
TITLE	D	2.1 TITLE	D
NAME	HERZOG, GERALD W	2.2 NAME	PATRICIA MCRAE WASHINGTON
STREET ADDRESS	701 FISK ST.	2.3 STREET ADDRESS	8454 WEATHERLY ROAD
CITY-ST-ZIP	JACKSONVILLE FL 32204	2.4 CITY-ST-ZIP	BROOKSVILLE, FLORIDA 34601
TITLE	PD	3.1 TITLE	XX T
NAME	SCOTT, JACK L	3.2 NAME	JAMES W. WINSTON
STREET ADDRESS	1725 MEMORIAL PARK DR	3.3 STREET ADDRESS	605 MCRAE ST
CITY-ST-ZIP	JACKSONVILLE FL 32204-4117	3.4 CITY-ST-ZIP	JACKSONVILLE, FLORIDA 32204
TITLE	SD	4.1 TITLE	VD
NAME	GRAHAM JR, HENRY HARRIS	4.2 NAME	HENRY H. GRAHAM, JR.
STREET ADDRESS	701 FISK STREET SUITE 310	4.3 STREET ADDRESS	701 FISK STREET #310
CITY-ST-ZIP	JACKSONVILLE FL 32204	4.4 CITY-ST-ZIP	JACKSONVILLE, FLORIDA 32204
TITLE	TVD	5.1 TITLE	PD
NAME	MCRAE, WALTER A. J	5.2 NAME	WALTER A. MCRAE, JR.
STREET ADDRESS	1725 MEMORIAL PARK DR	5.3 STREET ADDRESS	1725 MEMORIAL PARK DRIVE
CITY-ST-ZIP	JACKSONVILLE FL 32204-4117	5.4 CITY-ST-ZIP	JACKSONVILLE, FLORIDA 32204
TITLE		6.1 TITLE	SD
NAME		6.2 NAME	LAWRENCE A. MATHENY
STREET ADDRESS		6.3 STREET ADDRESS	701 FISK STREET #310
CITY-ST-ZIP		6.4 CITY-ST-ZIP	JACKSONVILLE, FLORIDA 32204

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: *Stewart Geiger* STEWART GEIGER 4/1/98 904 354-1069

CR2E034 (10/97)