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May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 822544 (3)

1. Corporation Name
SOUTH GEORGIA NATURAL GAS COMPANY



Principal Place of Business 1900 5TH AVENUE NORTH PO BOX 2563 BIRMINGHAM AL 35202-9563	Mailing Address 1900 5TH AVENUE NORTH PO BOX 2563 BIRMINGHAM AL 35202-9563
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/21/1969	4. FEI Number 63-0571594	Applied For <input 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	
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
23 Zip	28 Country	29 Zip	30 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

**PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	MEYERS, GREGORY P.	
STREET ADDRESS	1900 5TH AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	BARKER, THOMAS W JR.	
STREET ADDRESS	1900 FIFTH AVE NORTH	
CITY-ST-ZIP	BIRMINGHAM, ALA 00000	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CUNNINGHAM, JAMES F., JR	
STREET ADDRESS	1900 5TH AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HENDRICKSON, R. DAVID	
STREET ADDRESS	1900 FIFTH AVE., N	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MATHEWS, L. DAVID	
STREET ADDRESS	1900 FIFTH AVE NORTH	
CITY-ST-ZIP	BIRMINGHAM, ALA 00000	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ANDERSON, JOEL A	
STREET ADDRESS	1900 5TH AVENUE NORTH	
CITY-ST-ZIP	BIRMINGHAM AL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	T MUSGRAVE, JOHN M.
2.3 STREET ADDRESS	1900 5TH AVE. NO.
2.4 CITY-ST-ZIP	BIRMINGHAM, AL 35202
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	D POWELL, LARRY E.
5.3 STREET ADDRESS	1900 5TH AVE. NO.
5.4 CITY-ST-ZIP	BIRMINGHAM, AL 35202
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	D RUBRIGHT, JAMES A.
6.3 STREET ADDRESS	1900 5TH AVE. NO.
6.4 CITY-ST-ZIP	BIRMINGHAM, AL 35202

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 in an attachment with an address.

SIGNATURE *John M. Musgrave* 4/30/98 (205) 325-7314

CR2E034 (10/97)