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May 13 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 # 826212 (3)

1. Corporation Name
BENDER SHIPBUILDING & REPAIR CO., INC.

Principal Place of Business

ATTN: ELGIN HELTON
P.O. BOX 42
MOBILE AL 36601

Mailing Address

ATTN: ELGIN HELTON
P.O. BOX 42
MOBILE AL 36601



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21		26	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22		27	
City & State		City & State	
23		28	
Zip	Country	Zip	Country
24	25	29	30
9. Name and Address of Current Registered Agent			
RINARD, JACK C 111 MADISON STREET, SUITE 2300 TAMPA FL 33602			
10. Name and Address of New Registered Agent			
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

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	PD	1.1 TITLE	PD
NAME	BENDER, THOMAS B JR.	1.2 NAME	Bender, Thomas B Jr.
STREET ADDRESS	265 SOUTH WATER STREET	1.3 STREET ADDRESS	265 South Water Street
CITY-ST-ZIP	MOBILE AL 36601	1.4 CITY-ST-ZIP	Mobile, AL 36603
TITLE	D	2.1 TITLE	
NAME	ELLISON, THOMAS E	2.2 NAME	
STREET ADDRESS	265 SOUTH WATER STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MOBILE AL 36601	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	D
NAME	HIXON, ROSEMARY M	3.2 NAME	Hixon, Rosemary M
STREET ADDRESS	265 SOUTH WATER STREET	3.3 STREET ADDRESS	265 South Water Street
CITY-ST-ZIP	MOBILE AL 36601	3.4 CITY-ST-ZIP	Mobile, AL 36603
TITLE	D	4.1 TITLE	D
NAME	TERRELL, FRANK G JR.	4.2 NAME	Terrell, Frank G Jr.
STREET ADDRESS	265 SOUTH WATER STREET	4.3 STREET ADDRESS	265 South Water Street
CITY-ST-ZIP	MOBILE AL 36601	4.4 CITY-ST-ZIP	Mobile, AL 36603
TITLE	VS	5.1 TITLE	SD
NAME	CROUSHORE, BRUCE J	5.2 NAME	Croushore, Bruce J
STREET ADDRESS	265 SOUTH WATER STREET	5.3 STREET ADDRESS	265 South Water Street
CITY-ST-ZIP	MOBILE AL 36601	5.4 CITY-ST-ZIP	Mobile, AL 36603
TITLE	T	6.1 TITLE	T
NAME	MIDDLEKAUFF, DINA B	6.2 NAME	Barnett, David R
STREET ADDRESS	265 SOUTH WATER STREET	6.3 STREET ADDRESS	265 South Water Street
CITY-ST-ZIP	MOBILE AL 36601	6.4 CITY-ST-ZIP	Mobile, AL 36603

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:

4-28-98 2246421-8010

CR2E034 (10/97)