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Apr 25 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833463

(3)

1. Corporation Name

PHILLIPS & BROOKS/GLADWIN, INC.

Principal Place of Business

Mailing Address

1485 REDI RD.  
P.O. BOX 267  
CUMMING GA 30130

1485 REDI RD.  
P.O. BOX 267  
CUMMING GA 30130-5893



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/10/1974		3a. Date of Last Report 05/01/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 58-0540078		Applied For Not Applicable	
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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

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 reissuing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	Pres - Services
NAME	JARMAN, FRANKLIN M	1.2 NAME	Mark McCullough
STREET ADDRESS	1485 REDI ROAD	1.3 STREET ADDRESS	1485 Redi Rd.
CITY-ST-ZIP	CUMMING GA	1.4 CITY-ST-ZIP	Cumming, GA 30130
TITLE	CFO	2.1 TITLE	
NAME	FREEMAN, RONALD M.	2.2 NAME	
STREET ADDRESS	FREEMAN, RONALD B.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CUMMING GA	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	
NAME	MORTON, C. READ	3.2 NAME	
STREET ADDRESS	1360 PEACHTREE ST. #1900	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	CD	4.1 TITLE	
NAME	PORTER, JOHN A.	4.2 NAME	
STREET ADDRESS	1124 N. LAKESHORE DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	MARGESON, JOHN D.	5.2 NAME	
STREET ADDRESS	4 MARSHPOINT, PO BOX 8018	5.3 STREET ADDRESS	
CITY-ST-ZIP	FERNANDINA BEACH FL	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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, changed, or on an attachment with an address.

SIGNATURE:

*Robert B. Freeman*

4/14/97

770-887-9901

CR2E034 (9/96)