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Jan 27 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 # 843507 (5)
1. Corporation Name
OLDOVER CORPORATION



DO NOT WRITE IN THIS SPACE

Principal Place of Business 2508 CHAMBERLAYNE AVE. P.O. BOX 27211 RICHMOND VA. 23261		Mailing Address 2508 CHAMBERLAYNE AVE RICHMOND VA 23222-4215 US	
2. Principal Place of Business 21		2a. Mailing Address 26	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27	
City & State 23		City & State 28	
Zip 24		Country 25	
City & State 23		City & State 28	
Zip 24		Country 25	
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 reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPD	1.1 TITLE	
NAME	ROBERTS, J.W.	1.2 NAME	
STREET ADDRESS	3204 HAWTHORNE AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	
NAME	BURRIS, D.K.	2.2 NAME	
STREET ADDRESS	1225 VALLEY DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATTALLA AL	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	JEWETT J.J. III	3.2 NAME	
STREET ADDRESS	11700 YOUNG MANOR DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIDLOTHIAN VA	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	
NAME	FACETTI, L A	4.2 NAME	
STREET ADDRESS	13925 CITADSON DR	4.3 STREET ADDRESS	13925 CITATION DRIVE
CITY-ST-ZIP	MIDLOTHIAN VA	4.4 CITY-ST-ZIP	
TITLE	VPD	5.1 TITLE	
NAME	SCAPLEHORN, K.W.	5.2 NAME	
STREET ADDRESS	3026 SUSQUEHANNA TR	5.3 STREET ADDRESS	
CITY-ST-ZIP	ASHLAND VA	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	
NAME	THORNTON, J.W.	6.2 NAME	
STREET ADDRESS	108 RUNNING CEDAR LANE	6.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	6.4 CITY-ST-ZIP	

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.

CR2E034 (10/97)