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Apr 29 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 # **849587** (1)

1. Corporation Name  
**CSX REALTY DEVELOPMENT CORPORATION**

Principal Place of Business <b>500 WATER STREET JACKSONVILLE FL 32202</b>	Mailing Address <b>500 WATER STREET S/C J-180 JACKSONVILLE FL 32202-4422</b>
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3. Date Incorporated or Qualified <b>06/30/1981</b>	3a. Date of Last Report <b>04/27/1996</b>
4. FEI Number <b>58-1251206</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <b>See Note Below:</b>	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Zip	30. Country

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 <b>NOTE: This company is included in a consolidated intangible personal property tax return filed on behalf of CSX Corporation and consolidated affiliates, FEIN 62-1051971</b>
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. State <b>FL</b>
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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	<b>S.D. BECK</b>
STREET ADDRESS	<b>6737 SOUTHPOINT DRIVE, S.</b>
CITY- ST- ZIP	<b>JACKSONVILLE FL 32216</b>
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	<b>VPS</b>
STREET ADDRESS	<b>P.J. AFTOORA</b>
CITY- ST- ZIP	<b>500 WATER STREET JACKSONVILLE FL 32202</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>T</b>
STREET ADDRESS	<b>PAGE, M.E.</b>
CITY- ST- ZIP	<b>500 WATER STREET JACKSONVILLE FL 32202</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>D</b>
STREET ADDRESS	<b>P.D. SANDLER</b>
CITY- ST- ZIP	<b>500 WATER STREET JACKSONVILLE FL 32202</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>VP</b>
STREET ADDRESS	<b>S.A. CROSBY</b>
CITY- ST- ZIP	<b>6737 SOUTHPOINT DR., S. JACKSONVILLE FL 32202</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>VP</b>
STREET ADDRESS	<b>R.M. HOOD</b>
CITY- ST- ZIP	<b>6737 SOUTHPOINT DRIVE, S. JACKSONVILLE FL 32216</b>

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 type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>See attached list</b>
2.4 CITY- ST- ZIP	
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 type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY- ST- ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 if changed or on an attachment with an address.

SIGNATURE:  April 15, 1997 (904) 366-4242

CR2E034 (9/96)

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**CSX REALTY DEVELOPMENT CORPORATION**

**Directors**

<b><u>Name</u></b>	<b><u>Address</u></b>
S. D. Beck	301 West Bay Street Jacksonville, FL 32202
G. L. Nichols	500 Water Street Jacksonville, FL 32202
M. J. Ward	500 Water Street Jacksonville, FL 32202

**Officers**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
G. L. Nichols	President	500 Water Street Jacksonville, FL 32202
M. J. Ward	Executive Vice-President	500 Water Street Jacksonville, FL 32202
P. M. Giftos	Senior Vice-President	500 Water Street Jacksonville, FL 32202
P. J. Aftoor	Vice-President and Corporate Secretary	500 Water Street Jacksonville, FL 32202
C. P. McSwain	Vice-President	301 West Bay Street Jacksonville, FL 32202
C. J. O. Wodehouse	Vice-President and Controller	500 Water Street Jacksonville, FL 32202
M. Lazenby	Assistant Vice-President Treasurer	500 Water Street Jacksonville, FL 32202

Office of Vice-President  
and Corporate Secretary  
Jacksonville, FL  
April 25, 1997