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FILED
Apr 14 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 # 849921 (2)

1. Corporation Name
PFS INVESTMENTS INC.



Principal Place of Business C/O GREG KLUMP 3120 BRECKINRIDGE BLVD. DULUTH GA 30199-0001	Mailing Address C/O GREG KLUMP 3120 BRECKINRIDGE BLVD. DULUTH GA 30199-4900
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 08/05/1981	3a. Date of Last Report 04/10/1996
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9. Name and Address of Current Registered Agent

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

4. FEI Number 58-1436188	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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 _____

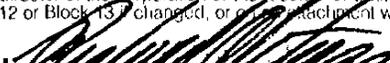
12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE	NAME SIEGEL, DAVID STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP
TITLE	SVP	<input type="checkbox"/> DELETE	NAME MCCONNEL, DAN STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP
TITLE	S	<input checked="" type="checkbox"/> DELETE	NAME BAXTER, GERALD L. STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP
TITLE	T	<input type="checkbox"/> DELETE	NAME VANDERZANDEN, JOSIE STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP
TITLE	VP	<input checked="" type="checkbox"/> DELETE	NAME BARBER, GORDON K. STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP
TITLE	AS	<input type="checkbox"/> DELETE	NAME ATCHESON, RICHARD STREET ADDRESS 3120 BRECKINRIDGE BLVD DULUTH GA CITY-ST-ZIP

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	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Secretary
3.3 STREET ADDRESS	Eric Larson
3.4 CITY-ST-ZIP	3120 Breckinridge Blvd. Duluth, Ga. 30199-0001
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Vice President
5.3 STREET ADDRESS	Cynthia K. Bastin
5.4 CITY-ST-ZIP	3120 Breckinridge Blvd. Duluth, GA. 30199-0001
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, changed, or on attachment with an address.

SIGNATURE:  Richard Atcheson 4/14/97 770-564-6166

CR2E034 (9/96)

PFS INVESTMENTS INC.

OFFICERS AND DIRECTORS

DIRECTORS

D. Richard Williams
Gregory C. Pitts

OFFICERS

David Siegel	President/Chief Executive Officer
Anthony Fedele	Executive Vice President
Cynthia K. Bastin	Senior Vice President
William A. Kelly	Senior Vice President
Daniel D. McConnell	Senior Vice President/Compliance Officer
Gregory C. Pitts	Senior Vice President/Operations
Cynthia K. Mitchell	Vice President
Ellen W. Montgomery	Vice President
Josie Vanderzanden	Chief Financial Officer/Treasurer
Eric Larson	Secretary/General Counsel
Richard W. Atcheson	Assistant Secretary
Grover Bowers	Assistant Secretary
Allen Coleman	Assistant Secretary
Todd Nellis	Assistant Secretary
Robert L. Thomas, III.	Assistant Secretary
Marc P. Weill	Assistant Secretary
John Watts	Assistant Secretary

ADDRESS

3120 Breckinridge Boulevard
Duluth, Georgia 30199-0001

Rev. 3-14-97

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