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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 # 857872 (6)
1. Corporation Name
BLT SCHOOLS, INC.



Principal Place of Business 3929 COCONUT PALM DRIVE TAMPA FL 33619 US NONE	Mailing Address 1 HANCOCK PL STE 1408 GULFPORT MS 39507 US
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3. Date Incorporated or Qualified 09/23/1983	3a. Date of Last Report 04/15/1996
4. FEI Number 59-2320421	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	

2. Principal Place of Business 21 One Hancock Plaza Suite, Apt. #, etc. 22 Suite 1408 City & State 23 Gulfport, MS. Zip 24 39501	2a. Mailing Address 26 One Hancock Plaza Suite, Apt. #, etc. 27 Suite 1408 City & State 28 Gulfport, MS. Zip 29 39501	Country 25 U.S.A.	Country 30 U.S.A.
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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
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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's signature required when reinstating.) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME PHILLIPS, GERALD C		1.2 NAME Joseph A. Bondi	
STREET ADDRESS ONE HANCOCK PLAZA, #1408		1.3 STREET ADDRESS One Hancock Plaza, Suite 1408	
CITY-ST-ZIP GULFPORT MS 39501		1.4 CITY-ST-ZIP Gulfport, MS. 39501	
TITLE VST	<input checked="" type="checkbox"/> DELETE	2.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME PHILLIPS, ALTON C		2.2 NAME Gerald C. Phillips	
STREET ADDRESS ONE HANCOCK PLAZA, #1408		2.3 STREET ADDRESS One Hancock Plaza, Suite 1408	
CITY-ST-ZIP GULFPORT MS 39501		2.4 CITY-ST-ZIP Gulfport, MS. 39501	
TITLE AS	<input checked="" type="checkbox"/> DELETE	3.1 TITLE Secretary/Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME KIMBERLING, RONALD		3.2 NAME Gerald C. Phillips	
STREET ADDRESS ONE HANCOCK PLAZA, #1408		3.3 STREET ADDRESS One Hancock Plaza, Suite 1408	
CITY-ST-ZIP GULFPORT MS 39501		3.4 CITY-ST-ZIP Gulfport, MS. 39501	
TITLE AT	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME LYNCHRLING, MARSHALL D		4.2 NAME	
STREET ADDRESS ONE HANCOCK PLAZA, #1408		4.3 STREET ADDRESS	
CITY-ST-ZIP GULFPORT MS 39501		4.4 CITY-ST-ZIP	
TITLE AT	<input type="checkbox"/> DELETE	5.1 TITLE Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME PAQUIN, MARILYN J		5.2 NAME Gerald C. Phillips	
STREET ADDRESS ONE HANCOCK PLAZA, #1408		5.3 STREET ADDRESS One Hancock Plaza, Suite 1408	
CITY-ST-ZIP GULFPORT MS 39501		5.4 CITY-ST-ZIP Gulfport, MS. 39501	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 11.01(b) of the 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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date **4/2/97** Daytime Phone # **(601) 864-6096**
0627490

CR2E034 (9/96)