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Apr 17 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F71050 (1)

1. Corporation Name
WESTFALL FRAMING, INC.

Principal Place of Business

2860 INDUSTRIAL PLAZA NE
P.O. BOX 13524
TALLAHASSEE FL 32317

Mailing Address

2860 INDUSTRIAL PLAZA NE
P.O. BOX 13524
TALLAHASSEE FL 32317-3524



3. Date Incorporated or Qualified 03/16/1982	3a. Date of Last Report 04/24/1996
4. FEI Number 59-2203079	Applied For <input type="checkbox"/> 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 type="checkbox"/> No	

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	30

9. Name and Address of Current Registered Agent

WESTFALL, VIRGINIA R.
2860 INDUSTRIAL PLAZA DR.
TALLAHASSEE FL 32301

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	D WESTFALL, LUCY 2037 TED HINES DRIVE TALLAHASSEE FL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	PD WESTFALL, KURT 2037 TED HINES DR. TALLAHASSEE FL	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	STD WESTFALL, VIRGINIA R. 2015 OWENBY DRIVE TALLAHASSEE FL	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		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 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:

Virginia R. Westfall
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

VIRGINIA R. WESTFALL

04/10/97

Date

904-878-3546

Daytime Phone #

0049208

CR2E034 (9/96)

MINUTES OF ANNUAL MEETING

OF

BOARD OF DIRECTORS

OF

WESTFALL FRAMING, INC.

The annual meeting of the Board of Directors of Westfall Framing, Inc., immediately followed the annual meeting of shareholders.

The following, being all of the directors, were present:

KURT WESTFALL, LUCY ANN WESTFALL

Also present was Virginia R. Westfall Sec/Treas of the corporation.

The meeting was called to order by Kurt Westfall, President

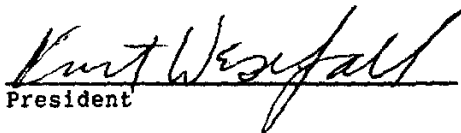
The President noted that it was in order to consider electing officers for the ensuing year. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

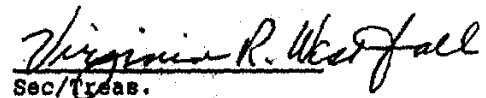
President: KURT WESTFALL

Sec/Treas: VIRGINIA R. WESTFALL

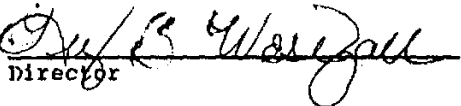
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned:

DATED 02-24-96


President


Sec/Treas.

Attest:


Director

Director

CALL AND WAIVER OF NOTICE OF ANNUAL MEETING OF BOARD OF DIRECTORS

OF

WESTFALL FRAMING, INC.

WE, the undersigned, being all of the Directors of WESTFALL FRAMING, INC., hereby call and agree and consent that the annual meeting of shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any Director present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 2860 Industrial Plaza Drive, N.E.
Tallahassee, Florida

Date of Meeting: 09/03/96

Time of Meeting: 7:30pm

Dated: 02/24/96


KURT WESTFALL, Director


LUCY ANN WESTFALL, Director