


**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**May 12 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F93000002794 (6)**  
 1. Corporation Name  
**ACHILLES REALTY COMPANY**

Principal Place of Business <b>C/O ST. JOHN HOLDINGS, INC.                  320 KING OF PRUSSIA RD.                  RADNOR PA 19087</b>	Mailing Address <b>C/O ST. JOHN HOLDINGS, INC.                  320 KING OF PRUSSIA RD.                  RADNOR PA 19087-2108</b>
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21. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	22a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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3. Date Incorporated or Qualified <b>06/10/1993</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>23-2718074</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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND RD.                  PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent	
		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	<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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RUSSELL, GREGORY J</b>	1.2 NAME	
STREET ADDRESS	<b>320 KING OF PRUSSIA RD.</b>	1.3 STREET ADDRESS	
CITY- ST- ZIP	<b>RADNOR PA 19087</b>	1.4 CITY- ST- ZIP	
TITLE	<b>EVP</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>QUIGG, MICHAEL J</b>	2.2 NAME	
STREET ADDRESS	<b>320 KING OF PRUSSIA RD.</b>	2.3 STREET ADDRESS	
CITY- ST- ZIP	<b>RADNOR PA 19087</b>	2.4 CITY- ST- ZIP	
TITLE	<b>S</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>FENKELL, DAVID B</b>	3.2 NAME	<b>SECRETARY</b>
STREET ADDRESS	<b>320 KING OF PRUSSIA RD.</b>	3.3 STREET ADDRESS	<b>MICHAEL J. QUIGG</b>
CITY- ST- ZIP	<b>RADNOR PA 19087</b>	3.4 CITY- ST- ZIP	<b>320 KING OF PRUSSIA ROAD</b>
TITLE	<b>AS</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>OLIPHANT, BRENDA J</b>	4.2 NAME	
STREET ADDRESS	<b>320 KING OF PRUSSIA RD.</b>	4.3 STREET ADDRESS	
CITY- ST- ZIP	<b>RADNOR PA 19087</b>	4.4 CITY- ST- ZIP	
TITLE	<b>AS</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GRIMM, KATHLEEN M</b>	5.2 NAME	
STREET ADDRESS	<b>320 KING OF PRUSSIA RD.</b>	5.3 STREET ADDRESS	
CITY- ST- ZIP	<b>RADNOR PA 19087</b>	5.4 CITY- ST- ZIP	
TITLE	<b>VPT</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HILTWINE, JOSEPH</b>	6.2 NAME	
STREET ADDRESS	<b>320 KING OF PRUSSIA ROAD</b>	6.3 STREET ADDRESS	
CITY- ST- ZIP	<b>RADNOR FL</b>	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: *[Signature]* **REQUIRED** 5/1/97  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)