

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Jul 22 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F93000002794 (6)
 1. Corporation Name

ACHILLES REALTY COMPANY



Principal Place of Business

C/O ST. JOHN HOLDINGS, INC.
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

Mailing Address

C/O ST. JOHN HOLDINGS, INC.
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

06/10/1993

4. FEI Number

23-2718074

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.

Yes

No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND RD.
 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

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 relating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD RUSSELL, GREGORY J
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

EVP QUIGG, MICHAEL J
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S QUIGG, MICHAEL J
 320 KING OF PRUSSIA ROAD
 RADNOR PA

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

AS OLIPHANT, BRENDA J
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

AS GRIMM, KATHLEEN M
 320 KING OF PRUSSIA RD.
 RADNOR PA 19087

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VPT HILTWINE, JOSEPH
 320 KING OF PRUSSIA ROAD
 RADNOR FL

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(l), 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:

[Handwritten Signature]

CR2E034 (5/98)