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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90037 012 ***150.00

DOCUMENT # F93000002794

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

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country

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 the current year Intangible Personal Property Tax. Yes No

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	RUSSELL, GREGORY J	
STREET ADDRESS	320 KING OF PRUSSIA RD.	
CITY-ST-ZIP	RADNOR PA 19087	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	QUIGG, MICHAEL J	
STREET ADDRESS	320 KING OF PRUSSIA RD.	
CITY-ST-ZIP	RADNOR PA 19087	
TITLE	S	<input type="checkbox"/> DELETE
NAME	QUIGG, MICHAEL J	
STREET ADDRESS	320 KING OF PRUSSIA ROAD	
CITY-ST-ZIP	RADNOR PA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	OLIPHANT, BRENDA J	
STREET ADDRESS	320 KING OF PRUSSIA RD.	
CITY-ST-ZIP	RADNOR PA 19087	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	GRIMM, KATHLEEN M	
STREET ADDRESS	320 KING OF PRUSSIA RD.	
CITY-ST-ZIP	RADNOR PA 19087	
TITLE	VPT	<input checked="" type="checkbox"/> DELETE
NAME	HILTWINE, JOSEPH	
STREET ADDRESS	320 KING OF PRUSSIA ROAD	
CITY-ST-ZIP	RADNOR FL	

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 type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE:

Signature
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/9/99
Date

610-964-8222
Daytime Phone #

CR2E034 (1/1/98)