

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

APPROVED
AND
FILED

97 DEC -2 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT,
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F93000002909 (0)

1. Corporation Name
SPRAGUE PALM BEACH, INC.

Principal Place of Business

3214 25TH ST.
COLUMBUS NE 68601
US

Mailing Address

3214 25TH ST.
COLUMBUS NE 68601
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 Anne E. Diamond

Signature typed or printed name of registered agent and filed applicable

(NOTE: Registered Agent signature required when reinstating)

11/25/97

DATE

12. OFFICERS AND DIRECTORS

TITLE C [] DELETE

NAME ZANDMAN, FELIX
STREET ADDRESS 63 LINCOLN HIGHWAY
CITY-ST-ZIP MALVERN PA 19355

TITLE VAS [] DELETE

NAME SPIRES, WILLIAM J
STREET ADDRESS 63 LINCOLN HIGHWAY
CITY-ST-ZIP MALVERN PA

TITLE DV [] DELETE

NAME FREECE, ROBERT A
STREET ADDRESS 63 LINCOLN HIGHWAY
CITY-ST-ZIP MALVERN PA 19355

TITLE D [] DELETE

NAME EDEN, AVI D
STREET ADDRESS 63 LINCOLN HIGHWAY
CITY-ST-ZIP MALVERN PA 19355

TITLE P [] DELETE

NAME ALFSON, DONALD G
STREET ADDRESS 2915 23RD STREET
CITY-ST-ZIP COLUMBUS NE 68601

TITLE S [] DELETE

NAME HOLMBERG, JAMES J
STREET ADDRESS 2915 23RD STREET
CITY-ST-ZIP COLUMBUS NE 68601

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE [] Change [] Addition

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

000002364560--9

-12/05/97--01101--018

****750.00 ****750.00

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

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: James J. Holmberg 7/21/97 402/563-8221

CR2E034 (4/97)