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Jun 03 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra S. Matheson
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000004885 (9)
 1. Corporation Name
SKYCAP, INC.



Principal Place of Business Mailing Address
PO BOX 88029 MOBILE AL 36608 **PO BOX 88029 MOBILE AL 36608-0029**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/21/1994	3a. Date of Last Report 04/19/1996
21	22	26	27	4. FEI Number 63-0940171	Applied For Not Applicable
23. City & State		28. City & State		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24. Zip		29. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25. Country		30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
COLMENERO, RAY
3020 NW 70TH COURT APT B
GAINESVILLE FL 32608

10. Name and Address of New Registered Agent

B1	Name
B2	Street Address (P.O. Box Number is Not Acceptable)
B3	
B4	City
B5	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	CP	<input type="checkbox"/> DELETE
NAME	RAINES, JEAN O	
STREET ADDRESS	PO BOX 88029 N/A	
CITY-ST-ZIP	MOBILE AL 36608	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	BAGGETT, JAMES C	
STREET ADDRESS	PO BOX 88029 N/A	
CITY-ST-ZIP	MOBILE AL 36608	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 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 _____

CR2E034 (9/96)