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Jan 21 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000005428 (7)

1. Corporation Name
STERLING HOLDINGS, INC.



Principal Place of Business: 150 2ND AVENUE, NORTH SUITE 500 ST PETERSBURG FL 33701
Mailing Address: 150 2ND AVENUE, NORTH SUITE 500 ST PETERSBURG FL 33701-3340

3. Date Incorporated or Qualified: 10/19/1994
3a. Date of Last Report: 03/07/1996
4. FEI Number: 35-1608277
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
BATES, NEIL L
% STERLING INVESTORS LIFE INSURANCE CO.
150 2ND AVENUE NORTH, SUITE 500
ST. PETERSBURG FL 33701

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BATES, NEIL L	1.2 NAME	
STREET ADDRESS	150 2ND AVENUE, N., STE 500	1.3 STREET ADDRESS	
CITY - ST - ZIP	ST PETERSBURG FL	1.4 CITY - ST - ZIP	
TITLE	CD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALE, RODNEY L	2.2 NAME	
STREET ADDRESS	150 2ND AVENUE NORTH, SUITE 500	2.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	2.4 CITY - ST - ZIP	
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PLAS, FRANK	3.2 NAME	
STREET ADDRESS	150 2ND AVENUE, N., STE 500	3.3 STREET ADDRESS	
CITY - ST - ZIP	ST PETERSBURG FL	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAGELMAN, CURT R	4.2 NAME	
STREET ADDRESS	748 BUTLERS GATE	4.3 STREET ADDRESS	
CITY - ST - ZIP	MARIETTA GA	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYO, WADE H	5.2 NAME	
STREET ADDRESS	3613 HAYNIE AVENUE	5.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	5.4 CITY - ST - ZIP	
TITLE	Vice President/Controller <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Ogasawara, Michael J. [add]	6.2 NAME	
STREET ADDRESS	150 2nd Ave. North, Ste 500	6.3 STREET ADDRESS	
CITY - ST - ZIP	St. Petersburg, FL 33701	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: FRANK PLAS
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

January 7, 1997 (813)894-7978
Date Daytime Phone #

CR2E034 (9/96)