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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 AM 8:28

DOCUMENT # F95000001096 (5)

1. Corporation Name
- SHELL EXPRESS, INC.

Principal Place of Business

1759 STATE ST.
WAYCROSS GA 31502

Mailing Address

P.O. BOX 798
WAYCROSS GA 31502-0798

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 P.O. Box 289

27 Suite, Apt. #, etc.

28 City & State

29 Zip Country

30

9. Name and Address of Current Registered Agent

MORRISON, COLESTINE S
629 BLANDING BLVD.
ORANGE PARK FL 32073

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 (Applicable)

(NOTE: Registered Agent's signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CP	DELETE
NAME	LEWIS, GRADY C	
STREET ADDRESS	RT. 1 BOX 286 A-3	
CITY-ST-ZIP	HOBOKEN GA 31542	
TITLE	CV	DELETE
NAME	RAULERSON, BILL F	
STREET ADDRESS	2744 SEMINOLE TRAIL	
CITY-ST-ZIP	WAYCROSS GA 31501	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	chrs	Change	Addition
1.2 NAME	Leonard M. Harden		
1.3 STREET ADDRESS	P.O. Box 2369 Rt. 1 Riverway		
1.4 CITY-ST-ZIP	Darien, GA 31305	Change	Addition
2.1 TITLE			
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP		Change	Addition
3.1 TITLE			
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP		Change	Addition
4.1 TITLE			
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP		Change	Addition
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			

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-07/08/97-01070-002
****165.00 ****165.00

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

5-1-97 (912) 282-5857

CR2E034 (9/96)