


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**May 23 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002289 (4)

1. Corporation Name
NF INVESTMENTS, INC.



Principal Place of Business 1815 N. EXPRESSWAY GRIFFIN GA 30223	Mailing Address 1815 N. EXPRESSWAY GRIFFIN GA 30223-1185
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3. Date Incorporated or Qualified 05/06/1996	3a. Date of Last Report
4. FEI Number 58-1680416	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 1669 Phoenix Parkway	2a. Mailing Address 26 PO Box 492289
Suite, Apt. #, etc. 22 Suite 150	Suite, Apt. #, etc. 27
City & State 23 Atlanta GA	City & State 28 Atlanta GA
Zip 24 30349	Country 25 USA
Zip 29 30349	Country 30 USA

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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
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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 PDC	<input type="checkbox"/> DELETE	1.1 TITLE PDC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME EVERITT, W D JR		1.2 NAME Everitt, WD Jr.	
STREET ADDRESS 1815 N. EXPRESSWAY		1.3 STREET ADDRESS 1669 Phoenix Parkway, Suite 150	
CITY - ST - ZIP GRIFFIN GA 30223		1.4 CITY - ST - ZIP Atlanta, GA 30349	
TITLE VT	<input type="checkbox"/> DELETE	2.1 TITLE VT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CAMERON, JAMES		2.2 NAME Cameron, James M.	
STREET ADDRESS 1815 N. EXPRESSWAY		2.3 STREET ADDRESS 1669 Phoenix Parkway, Suite 150	
CITY - ST - ZIP GRIFFIN GA 30223		2.4 CITY - ST - ZIP Atlanta, GA 30349	
TITLE S	<input checked="" type="checkbox"/> DELETE	3.1 TITLE S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME WELLS, SHANNON		3.2 NAME Turner, Melissa K.	
STREET ADDRESS 1815 N. EXPRESSWAY		3.3 STREET ADDRESS 1669 Phoenix Parkway, Suite 150	
CITY - ST - ZIP GRIFFIN GA 30223		3.4 CITY - ST - ZIP Atlanta, GA 30349	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: Melissa K. Turner Secretary 5/1/97 (770) 909-7999
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Melissa K. Turner

CR2E034 (9/96)

6.

PRINCIPALS/OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
W.D. Everitt	President/Director	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349
Gregory Janos	EVP/COO	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349
James Cameron	VP/CFO	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349
Laura Bylinowski	VP Operations	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349
Bonnie Parker	AVP/Regional Underwriting Mgr.	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349
Melissa Turner	Secretary	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349

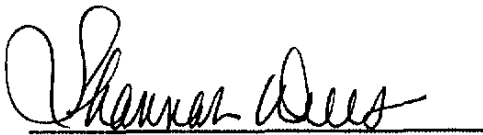
7.

Directors

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
W.D. Everitt	President/Director	1669 Phoenix Parkway, Suite 150 Atlanta, Georgia 30349

**MINUTES OF THE BOARD OF DIRECTORS OF
NF INVESTMENTS, INC.**

**I, Shannan Wells, hereby resign as Assistant Secretary and Secretary of Investments, Inc.,
effective this 7th day of August, 1996.**

A handwritten signature in cursive script, appearing to read "Shannan Wells", is written over a horizontal line.


Shannan Wells

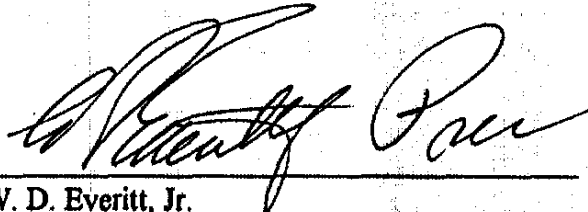
**MINUTES OF THE BOARD OF DIRECTORS OF
NF INVESTMENTS, INC.**

A meeting of the Board of Directors of NF Investments, Inc. was called on August 7, 1996.
The following business was conducted:

The Board of Directors hereby appoint Melissa Turner with the title of Assistant Secretary and Secretary of NF Investments, Inc. effective August 7, 1996 and is authorized to acknowledge and/or attest any and all documents, deeds, transfers and other documents executed by any corporate officer of NF Investments, Inc.

SPECIMEN SIGNATURE - AUTHORIZED PERSONNEL


Melissa Turner


W. D. Everitt, Jr.
President