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Mar 31 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 # F96000003717 (3)
 1. Corporate Name
BOONE AND SONS, INC.



Principal Place of Business Mailing Address
3508 TCHULAHOMA ROAD MEMPHIS TN 38118
3508 TCHULAHOMA ROAD MEMPHIS TN 38118-2710

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/23/1996	3a. Date of Last Report
21. State, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 64-0634025		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	30. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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

1. TITLE	PCD	<input type="checkbox"/> DELETE
2. NAME	BOONE, JOHN R	
3. STREET ADDRESS	1860 BAPTIST RD	
4. CITY - ST - ZIP	NESBIT MS	
5. TITLE	VD	<input type="checkbox"/> DELETE
6. NAME	BOONE, BARBARA B	
7. STREET ADDRESS	1860 BAPTIST RD	
8. CITY - ST - ZIP	NESBIT MS	
9. TITLE	STD	<input type="checkbox"/> DELETE
10. NAME	BOONE, RANDY L	
11. STREET ADDRESS	3119 MARY ELIZABETH	
12. CITY - ST - ZIP	BARTLETT TN	
13. TITLE	D	<input type="checkbox"/> DELETE
14. NAME	MILLER, CHARLES F	
15. STREET ADDRESS	4124 STATWOOD DR	
16. CITY - ST - ZIP	MEMPHIS TN	
17. TITLE		<input type="checkbox"/> DELETE
18. NAME		
19. STREET ADDRESS		
20. 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, the undersigned, certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information published 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: *Randy L. Boone* **Randy L. Boone** **3/25/97** **901-365-9156**
 SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)