

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

FILED
Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003717 (3)
 1. Corporation Name
BOONE AND SONS, INC.



Principal Place of Business 3508 TCHULAHOMA ROAD MEMPHIS TN 38118	Mailing Address 3508 TCHULAHOMA ROAD MEMPHIS TN 38118
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/23/1996	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	26 Suite, Apt. #, etc.	27 City & State
25 Zip	28 Country	29 Zip	30 Country	4. FEI Number 64-0634025	Applied For <input type="checkbox"/> Not Applicable
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	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	PCD BOONE, JOHN R	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1860 BAPTIST RD	1.2 NAME	
STREET ADDRESS	NESBIT MS	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOONE, BARBARA B	2.2 NAME	
STREET ADDRESS	1860 BAPTIST RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	NESBIT MS	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOONE, RANDY L	3.2 NAME	
STREET ADDRESS	3119 MARY ELIZABETH	3.3 STREET ADDRESS	
CITY-ST-ZIP	BARTLETT TN	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, CHARLES F	4.2 NAME	
STREET ADDRESS	4124 STATWOOD DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	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 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: *Randy L. Boone* 4-6-98 901-365-9156

CR2E034 (10/97)