

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

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May 13 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 # F96000005429 (3)

1. Corporation Name
KEYSTONE GROUP HOLDINGS, INC.

Principal Place of Business
100 N. TAMPA ST., #3100
TAMPA FL 33602

Mailing Address
100 N. TAMPA ST., #3100
TAMPA FL 33602-5630



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/18/1996		3a. Date of Last Report	
21		26		4. FEI Number APPLIED FOR 59-3405762		Applied For Not Applicable	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip		29 Zip		30 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
VON HORN, BRENT 100 N. TAMPA ST., #3100 TAMPA FL 33602				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 607.1508, 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	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HORN, ROBERT C			1.2 NAME	HORN, ROBERT G		
STREET ADDRESS	100 N. TAMPA ST., #3100			1.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA FL 33602			1.4 CITY-ST-ZIP			
TITLE	SD	<input type="checkbox"/> DELETE		2.1 TITLE	VTSD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	TIDWELL, STEVEN A			2.2 NAME			
STREET ADDRESS	100 N. TAMPA ST., #3100			2.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA FL 33602			2.4 CITY-ST-ZIP			
TITLE	V (COO, ASST SEC)	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	Price, James D.			3.2 NAME			
STREET ADDRESS	100 N. TAMPA ST., #3100			3.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA, FL 33602			3.4 CITY-ST-ZIP			
TITLE	(CFO, ASST SEC)	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	Shaffer, Stephen M.			4.2 NAME			
STREET ADDRESS	100 N. TAMPA ST., #3100			4.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA, FL 33602			4.4 CITY-ST-ZIP			
TITLE	(GEN COUNSEL, ASST SEC)	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	Von Horn, Brent N.			5.2 NAME			
STREET ADDRESS	100 N. TAMPA ST., #3100			5.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA, FL 33602			5.4 CITY-ST-ZIP			
TITLE	(ASST SEC)	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	Heen, John H.			6.2 NAME			
STREET ADDRESS	1033 "O" St. Suite 608			6.3 STREET ADDRESS			
CITY-ST-ZIP	Lincoln, NE 68508			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: [Signature] DATE: 4/24-97 DAYTIME PHONE #: 813-225-4654

CR2E034 (9/96)