

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

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**Feb 12 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 # G67352 (6)
1. Corporation Name
DOWNING CAPITAL MANAGEMENT, INC.



Principal Place of Business 752 JENSEN BEACH BLVD JENSEN BCH. FL 34957 US	Mailing Address 752 JENSEN BCH BLVD. JENSEN BCH FL 34957 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 11/02/1983	3a. Date of Last Report 04/19/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-2338000	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	8. 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 DOWNING, JAMES B. 752 JENSEN BEACH BLVD. JENSEN BEACH FL 33957		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

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]* **JAMES B. DOWNING** **2/5/97**
Signature: Typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstalling) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input type="checkbox"/> DELETE	NAME DOWNING, JAMES B	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS 752 JENSEN BEACH BLVD	1.2 NAME	
	CITY-ST-ZIP JENSEN BCH. FL	1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE	NAME	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS	2.2 NAME	
	CITY-ST-ZIP	2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE	NAME	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS	3.2 NAME	
	CITY-ST-ZIP	3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE	NAME	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS	4.2 NAME	
	CITY-ST-ZIP	4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE	NAME	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS	5.2 NAME	
	CITY-ST-ZIP	5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE	NAME	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
	STREET ADDRESS	6.2 NAME	
	CITY-ST-ZIP	6.3 STREET ADDRESS	
		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]* **JAMES B. DOWNING** **2/5/97** **501 334-2000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)