


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

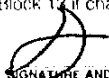
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Apr 15 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # H17926 (7)</b> 1. Corporation Name <b>THE SAINTLY GROUP, INC.</b>					
Principal Place of Business <b>429 S. NAVY BLVD. PENSACOLA FL 32507 US</b>			Mailing Address <b>429 S. NAVY BLVD. PENSACOLA FL 32507-3369 US</b>		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified <b>08/17/1984</b> 3a. Date of Last Report <b>06/24/1996</b> 4. FEI Number <b>59-2515404</b> 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
8. Name and Address of Current Registered Agent <b>ST. AUBIN, GEORGE 429 S. NAVY BLVD. PENSACOLA FL 32507</b>				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 _____ Signature typed or printed name of registered agent and title, if applicable					
12. OFFICERS AND DIRECTORS 1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME <b>PD ST. AUBIN, GEORGE</b> 1.3 STREET ADDRESS <b>429 S. NAVY BLVD.</b> 1.4 CITY - ST - ZIP <b>PENSACOLA FL</b> 2.1 TITLE <input type="checkbox"/> DELETE 2.2 NAME <b>FRIEL, BERNARD J.</b> 2.3 STREET ADDRESS <b>963 GARDENVIEW DR.</b> 2.4 CITY - ST - ZIP <b>APPLY VALLEY MN</b> 3.1 TITLE <input type="checkbox"/> DELETE 3.2 NAME <b>DRUMMOND, FRED</b> 3.3 STREET ADDRESS <b>EAST 2ND S. ST.</b> 3.4 CITY - ST - ZIP <b>MOUNTAIN HOME ID</b> 4.1 TITLE <input type="checkbox"/> DELETE 4.2 NAME <b>MIELKE, RUSSELL N.</b> 4.3 STREET ADDRESS <b>308 W. PROSPECT AVE.</b> 4.4 CITY - ST - ZIP <b>STATE COLLEGE PA</b> 5.1 TITLE <input type="checkbox"/> DELETE 5.2 NAME <b>GAUGER, JEFFREY F.</b> 5.3 STREET ADDRESS <b>1457 CARDIGAN AVE.</b> 5.4 CITY - ST - ZIP <b>VENTURA CA</b> 6.1 TITLE <input type="checkbox"/> DELETE 6.2 NAME 6.3 STREET ADDRESS 6.4 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 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 included 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:

 **George St. Aubin**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**4-10-97 (904)456-9099**  
Date Daytime Phone

0491168

CR2E034 (9/96)