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Apr 24 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 # H86198

(9)

1. Corporation Name

BURTON FENCE, INC.



Principal Place of Business C/O ROBERT L. BURTON 1800-34 ST SOUTH ST. PETERSBURG FL 33711-3201	Mailing Address C/O ROBERT L. BURTON 1800-34 ST SOUTH ST. PETERSBURG FL 33711
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3. Date Incorporated or Qualified 11/20/1985	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2617794	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent BURTON, ELLEN H. 1900-34TH ST. SO ST. PETERBURG FL 33711	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
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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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BURTON, ELLEN H.	1.2 NAME	SCHWANKOFF, JAMES R.
STREET ADDRESS	5298-16TH AVE. NO.	1.3 STREET ADDRESS	1900 34TH ST. S.
CITY - ST - ZIP	ST. PETERSBURG FL	1.4 CITY - ST - ZIP	ST. PETERSBURG FL 33711
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURTON, ROBERT L.	2.2 NAME	
STREET ADDRESS	5298-16TH AVE. NO.	2.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	2.4 CITY - ST - ZIP	
TITLE	MD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUGHES, KEVIN	3.2 NAME	
STREET ADDRESS	5050 80 STREET NORTH	3.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	3.4 CITY - ST - ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COWAN, ALBRAHAM	4.2 NAME	
STREET ADDRESS	3010 38TH AVE N	4.3 STREET ADDRESS	
CITY - ST - ZIP	ST PETERSBURG FL	4.4 CITY - ST - ZIP	
TITLE		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		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 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: ELLEN H. BURTON, PRESIDENT 4/17/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
0524010