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Mar 19 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 # J16133

(7)

SOUTHWELL ENTERPRISES, INC.



Principal Place of Business

Mailing Address

2710 COVE VIEW DR N
JACKSONVILLE FL 32257
US

2710 COVE VIEW DR N
JACKSONVILLE FL 32257-5841
US

2. Principal Place of Business

21 3417 Cormorant Cove Dr.

Suite, Apt. #, etc.

22

City & State

23 Jacksonville, Fla

Zip

24 32223

Country

25 Dural

2a. Mailing Address

26 3417 CORMORANT Cove Dr.

Suite, Apt. #, etc.

27

City & State

28 Jacksonville, FL

Zip

29 32223

Country

30 Dural

9. Name and Address of Current Registered Agent

RYAN, WILLIAM B., JR.
3000-8 HARTLEY RD.
JACKSONVILLE FL 32217

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, typed or printed name of registered agent and the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PSTD
SOUTHWELL, ROBERT L.
2710 COVE VIEW DR. N.
JACKSONVILLE FL

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
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CITY-ST-ZIP

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CITY-ST-ZIP

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TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

Change Addition

3417 CORMORANT Cove Dr.
Jacksonville, FL 32223

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

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

Robert L. Southwell - Pres. 3/15/97 904/212-4734

CR2E034 (9/96)