FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

95 MAY -1 ... 0:37

TALLAHASSEE, FLORIDA

DOCUMENT # J22721 (1)

1. Corporate Name

HEADS SOUTH, INC.

Principal Place of Business	Mailing Address
6320 15 STE C5 SARASOTA FL 34243-3263 US	6320 15 ST E C5 SARASOTA FL 34243-3263 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/02/1986	3a. Date of Last Report: 05/01/1994
4. FEI Number: 59-2714046	Applied For / Not Applicable
5. Certificate of Status Desired [ ]	$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ]	$5.00 May Be Added to Fees
8. This corporation has assets for exemption (pursuant to ...) Florida Statutes [ ] Yes [X] No	

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
DANKE, CAROL L. 5111 43 AVE. E. BRADENTON FL 34208	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 of Registered Agent) ______ DATE ______

12. OFFICERS AND DIRECTORS		13. ADDITIONS / CHANGES TO OFFICERS AND DIRECTORS	
TITLE	PD	1. TITLE	[ ] Change [ ] Addition
NAME	DANKE, CAROL L.	1. NAME	
STREET ADDRESS	5111 43 AVE.	1. STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	1. CITY-ST-ZIP	
TITLE	DS	2. TITLE	[ ] Change [ ] Addition
NAME	DANKE, JAMES A.	2. NAME	
STREET ADDRESS	5111 43 AVE.	2. STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	2. CITY-ST-ZIP	
TITLE	TD	3. TITLE	[ ] Change [ ] Addition
NAME	DANKE, JOHN E.	3. NAME	
STREET ADDRESS	5111 43RD AVE WEST	3. STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	3. CITY-ST-ZIP	
TITLE		4. TITLE	[ ] Change [ ] Addition
NAME		4. NAME	
STREET ADDRESS		4. STREET ADDRESS	
CITY-ST-ZIP		4. CITY-ST-ZIP	
TITLE		5. TITLE	[ ] Change [ ] Addition
NAME		5. NAME	
STREET ADDRESS		5. STREET ADDRESS	
CITY-ST-ZIP		5. CITY-ST-ZIP	
TITLE		6. TITLE	[ ] Change [ ] Addition
NAME		6. NAME	
STREET ADDRESS		6. STREET ADDRESS	
CITY-ST-ZIP		6. CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(1)(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: Carol L. Danke CAROL L. DANKE 5-1-95 813-739-1300

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — DAYTIME PHONE

0145912 CP