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FILED

May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # J37696

1. Corporation Name

RCF, INC.

Principal Place of Business

Mailing Address

408 W. 8th St.
Jacksonville, FL 32206

408 W. 8th St.
Jacksonville, FL 32206

3. Date Incorporated or Qualified

10/14/86

3a. Date of Last Report

03/14/96

2. Principal Place of Business

2a. Mailing Address

21 2301 Park Ave.,

Suite Apt. #, etc.

22 Suite #406

City & State

23 Orange Park, FL

Zip Country

24 32073

25 Clay

26 2301 Park Ave.,

Suite, Apt. #, etc.

27 Suite #406

City & State

28 Orange Park, FL

Zip Country

29 32073

30 Clay

4. FEI Number

59-2732577

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

8. This corporation has liability for Intangible tax under s. 199.032, Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

COLD, KATHLEEN H.
1 INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FL 32202

81 Name

JOHN F. TOLSON, JR.

82 Street Address (P.O. Box Number is Not Acceptable)

2301 Park Ave., Suite #406

83

84 City

Orange Park,

FL

85 Zip Code

32073

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]
JOHN F. TOLSON, JR.

4-30-97

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	ROBERT N. PRICE	
STREET ADDRESS	408 West Eighth Street	
CITY-ST-ZIP	Jacksonville, FL 32206	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JOHN F. TOLSON, JR.	
1.3 STREET ADDRESS	2301 Park Ave., #406	
1.4 CITY-ST-ZIP	Orange Park, FL 32073	
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		

[Signature]
4/30/97

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***165.00

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]
JOHN F. TOLSON, JR.

April 30, 1997

(904)269-0050

PRINT AND TYPE PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)