

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

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
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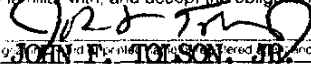
DOCUMENT # J37696
1. Corporation Name
RCF, INC.

Principal Place of Business 408 W. 8th St. Jacksonville, FL 32206	Mailing Address 408 W. 8th St. Jacksonville, FL 32206
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2. Principal Place of Business 21 2301 Park Ave., Suite Apt. #, etc. 22 Suite #406 City & State 23 Orange Park, FL Zip Country 24 32073 25 Clay	2a. Mailing Address 26 2301 Park Ave., Suite, Apt. #, etc. 27 Suite #406 City & State 28 Orange Park, FL Zip Country 29 32073 30 Clay	3. Date Incorporated or Qualified 10/14/86	3a. Date of Last Report 03/14/96
		4. FEI Number 59-2732577	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 checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent COLD, KATHLEEN H. 1 INDEPENDENT DRIVE, SUITE 2301 JACKSONVILLE, FL 32202		10. Name and Address of New Registered Agent 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	
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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:  **JOHN F. TOLSON, JR.** DATE: **4-30-97**

Signature of registered agent required if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ROBERT N. PRICE		1.2 NAME JOHN F. TOLSON, JR.	
STREET ADDRESS 408 West Eighth Street		1.3 STREET ADDRESS 2301 Park Ave., #406	
CITY-ST-ZIP Jacksonville, FL 32206		1.4 CITY-ST-ZIP Orange Park, FL 32073	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	

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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:  **JOHN F. TOLSON, JR.** DATE: **April 30, 1997** DAYTIME PHONE #: **(904)269-0050**

CR2E034 (9/96)