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FILED

**Apr 08 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 # J79570 (4)
1. Corporation Name
THE PROCTOR CORPORATION



Principal Place of Business
**750 W LUMSDEN RD
BRANDON FL 33511
US**

Mailing Address
**750 W LUMSDEN RD
BRANDON FL 33511-6217
US**

3. Date Incorporated or Qualified **06/23/1987** 3a. Date of Last Report **05/01/1996**

4. FEI Number **59-2822704** 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 liability for intangible tax under s. 199.032, Florida Statutes Yes 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

9. Name and Address of Current Registered Agent
**CURRY, CLIFTON C JR
750 W LUMSDEN RD
BRANDON FL 33511**

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 **FL**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	DPS <input type="checkbox"/> DELETE
NAME	PROCTOR, MARK A
STREET ADDRESS	750 W LUMSDEN RD
CITY - ST - ZIP	BRANDON FL
TITLE	DVP <input type="checkbox"/> DELETE
NAME	MORGAN, CAROLYN
STREET ADDRESS	750 W LUMSDEN RD
CITY - ST - ZIP	BRANDON FL
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	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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	

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: *Mark A Proctor* **4-4-97**

CR2E034 (9/96)