FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

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Mar 13 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 # **K47637** **(9)**

1. Corporation Name
MAGNOLIA MANAGEMENT CORPORATION

Principal Place of Business
1700 13TH ST
SUITE 2
ST CLOUD FL 34769
US

Mailing Address
1700 13TH ST
SUITE 2
ST CLOUD FL 34769-4300
US

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified: 11/29/1988
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-2917159 — 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

9. Name and Address of Current Registered Agent
PAYNE, JAMES
13754 DESERT LANE
ST CLOUD FL 34773

10. Name and Address of New Registered Agent
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 and agree to and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE ______ (REGISTERED AGENT signature required when reinstating) DATE ______

12. OFFICERS AND DIRECTORS

TITLE	S	[X] DELETE
NAME	WHIPPLE, CHARLES	
STREET ADDRESS	139 E SOUTH TEMPLE	
CITY-ST-ZIP	SALT LAKE CITY UT	
TITLE	VD	[ ] DELETE
NAME	GENHO, PAUL C.	
STREET ADDRESS	13754 DESERT LANE	
CITY-ST-ZIP	ST CLOUD FL	
TITLE	PD	[ ] DELETE
NAME	CREER, JOHN W.	
STREET ADDRESS	139 E. SOUTH TEMPLE ST.	
CITY-ST-ZIP	SALT LAKE CITY UT	
TITLE	T	[ ] DELETE
NAME	COOK, KENT L.	
STREET ADDRESS	13754 DESERT LANE	
CITY-ST-ZIP	ST CLOUD FL	
TITLE	D	[ ] DELETE
NAME	LAMOREAUX, ROBERT D.	
STREET ADDRESS	139 E SOUTH TEMPLE	
CITY-ST-ZIP	SALT LAKE CITY UT	
TITLE	D	[ ] DELETE
NAME	PAYNE, JAMES B.	
STREET ADDRESS	13754 DESERT LANE	
CITY-ST-ZIP	ST CLOUD FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1-1 TITLE	Secretary	[ ] Change [X] Addition
1-2 NAME	Thomas G. Ruechert	
1-3 STREET ADDRESS	139 E. South Temple	
1-4 CITY-ST-ZIP	Salt Lake City, UT	
2-1 TITLE	Director	[X] Change [ ] Addition
2-2 NAME	Paul C. Genho	
2-3 STREET ADDRESS	13754 Deseret Lane	
2-4 CITY-ST-ZIP	St. Cloud, FL	
3-1 TITLE	President, Director, Chairman of the Board	[ ] Change [X] Addition
3-2 NAME	John W. Creer	
3-3 STREET ADDRESS	139 E. South Temple	
3-4 CITY-ST-ZIP	Salt Lake City, UT	
4-1 TITLE	Asst. Secretary & Treasurer	[ ] Change [X] Addition
4-2 NAME	Kent L. Cook	
4-3 STREET ADDRESS	13754 Deseret Lane	
4-4 CITY-ST-ZIP	St. Cloud, FL	
5-1 TITLE		[ ] Change [ ] Addition
5-2 NAME		
5-3 STREET ADDRESS		
5-4 CITY-ST-ZIP		
6-1 TITLE	Vice President	[X] Change [ ] Addition
6-2 NAME	James B. Payne	
6-3 STREET ADDRESS	13754 Deseret Lane	
6-4 CITY-ST-ZIP	ST. Cloud, FL	

CR2E034 (9/96)

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 report or supplemental 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]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/13/97 — Date
(407) 892-3672 — Daytime Phone #

0464282