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Feb 06 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 # L00734 (8)

1. Corporation Name
SOUTHERN BENEFITS, INC.



Principal Place of Business: HYTHE B 2028 BOCA RATON FL 33434
Mailing Address: HYTHE B 2028 BOCA RATON FL 33434-4641

3. Date Incorporated or Qualified: 07/10/1989
3a. Date of Last Report: 06/20/1996

2. Principal Place of Business: 21 as above, 22 Suite, Apt. #, etc. as above, 23 City & State as above, 24 Zip, 25 Country USA
2a. Mailing Address: 26 as above, 27 Suite, Apt. #, etc. as above, 28 City & State as above, 29 Zip, 30 Country USA
4. FEI Number: 59-2956285
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: SCHNEIBNER, RALPH B, HYTHE B-2028, BOCA RATON FL 33434
10. Name and Address of New Registered Agent: 81 Name Scheibner, Ralph B. (correction of your spelling error), 82 Street Address (P.O. Box Number is Not Acceptable) at left, 83, 84 City at left, 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: Ralph Scheibner, Pres. DATE: 1/10/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P SCHEIBNER, RALPH B	1.1 TITLE	
NAME	HYTHE B-2028	1.2 NAME	
STREET ADDRESS	BOCA RATON FL 33434	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: [Signature] DATE: 1/10/97

CR2E034 (9/96)