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FILED
Apr 29 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 # L15951 (1)
 1. Corporation Name
NORTHERN GULF CORPORATION



Principal Place of Business Mailing Address
% DON KEITH QUALLS **% DON KEITH QUALLS**
148 VINE STREET **148 VINE STREET**
PENSACOLA FL 32534 **PENSACOLA FL 32534-3443**

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified **09/12/1989** 3a. Date of Last Report **05/01/1996**
 4. FEI Number **59-2967906** 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
QUALLS, DON KEITH
148 VINE STREET
PENSACOLA FL FL 32534

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. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (ROE) Registered Agent signature required when reinstating _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	QUALLS, DON KEITH	
STREET ADDRESS	148 VINE STREET	
CITY-ST-ZIP	PENSACOLA FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	QUALLS, BRENDA ANN	
STREET ADDRESS	148 VINE STREET	
CITY-ST-ZIP	PENSACOLA FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	QUALLS, NELDA FERN	
STREET ADDRESS	1410 N KIRK ST.	
CITY-ST-ZIP	PENSACOLA FL	
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 addition, with an address.

SIGNATURE: *Don K. Qualls* 4-25-97 904-476-2794

CFR2E034 (9/96)