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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # M81153 (2) 1. Corporation Name PROGRESS CAPITAL HOLDINGS, INC.			
Principal Place of Business C/O PAULINE M. FRY ONE PROGRESS PLAZA/ P.O. BOX 33042 ST. PETERSBURG FL 33701		Mailing Address %PAULINE M. FRY ONE PROGRESS PLAZA P.O. BOX 33042 STE. 2600 ST. PETERSBURG FL 33701-4353	
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 FRY, PAULINE M. ONE PROGRESS PLAZA SUITE 2600 ST. PETERSBURG FL 33701		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	
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 _____ DATE _____ (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 1.5 TITLE 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY - ST - ZIP 1.9 TITLE 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY - ST - ZIP 1.13 TITLE 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY - ST - ZIP 1.17 TITLE 1.18 NAME 1.19 STREET ADDRESS 1.20 CITY - ST - ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 2.5 TITLE 2.6 NAME 2.7 STREET ADDRESS 2.8 CITY - ST - ZIP 2.9 TITLE 2.10 NAME 2.11 STREET ADDRESS 2.12 CITY - ST - ZIP 2.13 TITLE 2.14 NAME 2.15 STREET ADDRESS 2.16 CITY - ST - ZIP 2.17 TITLE 2.18 NAME 2.19 STREET ADDRESS 2.20 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, sign an attachment with an address.			
SIGNATURE: _____ Kathleen M. Haley, Secretary 2/27/97 (813) 824-6531			



CR2E034 (9/96)

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PROGRESS CAPITAL HOLDINGS, INC.

NAMES OF OFFICERS

AND DIRECTORS TITLE STREET ADDRESS CITY AND STATE

Korpan, Richard	D/C/P/CEO	One Progress Plaza	St. Petersburg, FL 33701
Naimoli, Vincent J.	D	2502 North Rocky Pt. Dr.	Tampa, FL 33607
Nunis, Richard A.	D	1375 Buena Vista Dr.	Lake Buena Vista, FL 32830
Reed, Charles B.	D	224 Rosehill Dr. No.	Tallahassee, FL 32312
Ruffier, Joan D.	D	1115 Belleaire Cir.	Orlando, FL 32804
Heinicka, Jeffrey R.	SV/CFO	3201 34th St. So.	St. Petersburg, FL 33711
Smallwood, James V.	V/T	3201 34th St. So.	St. Petersburg, FL 33711
Armstrong, K. E.	VP/GC	3201 34th St. So.	St. Petersburg, FL 33711
McDonald, K. E.	AT	3201 34th St. So.	St. Petersburg, FL 33711
Scardino, John, Jr.	V/CO	3201 34th St. So.	St. Petersburg, FL 33711
Haley, Kathleen M.	A	One Progress Plaza	St. Petersburg, FL 33701
Wentz, Douglas E.	AS	3201 34th St. So.	St. Petersburg, FL 33711

A	= Assistant
C	= Chairman of the Board
CEO	= Chief Executive Officer
CFO	= Chief Financial Officer
CO	= Controller
GC	= General Counsel
D	= Director
P	= President
S	= Secretary
SV	= Senior Vice President
T	= Treasurer
V	= Vice President