FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT **1995**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 18 AM 8:59

DOCUMENT # **P14394** (1)

1. Corporation Name
SANDWELL INC.

Principal Place of Business	Mailing Address
2690 CUMBERLAND PARKWAY SUITE 300 ATLANTA GA 30339	2690 CUMBERLAND PARKWAY SUITE 300 ATLANTA GA 30339

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/11/1987
3a. Date of Last Report: 01/28/1994

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

4. FEI Number: 93-0470684 — Applied For / Not Applicable

5. Certificate of Status Desired: X — $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: X Yes [ ] No

9. Name and Address of Current Registered Agent

WEINAUG, RAYMOND J.
9424 BAYMEADOWS RD.
SUITE 100
JACKSONVILLE FL 32256

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS, CHANGES TO OFFICERS AND DIRECTORS ON 12
TITLE	PD	1.1 TITLE — [ ] Change [ ] Addition
NAME	PYATT, ALAN	1.2 NAME
STREET ADDRESS	666 BURRARD STREET	1.3 STREET ADDRESS
CITY-ST-ZIP	VANCOUVER,B COLUMBIA	1.4 CITY-ST-ZIP
TITLE	V	2.1 TITLE — [ ] Change [ ] Addition
NAME	ZAREH, MO	2.2 NAME
STREET ADDRESS	1481 HOLLY BANK CIRCLE	2.3 STREET ADDRESS
CITY-ST-ZIP	DUNWOODY GA	2.4 CITY-ST-ZIP
TITLE	S	3.1 TITLE — [ ] Change [ ] Addition
NAME	GREENFIELD, JOHN	3.2 NAME
STREET ADDRESS	990 HAMMOND DR., STE. 650	3.3 STREET ADDRESS
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP
TITLE		4.1 TITLE — [ ] Change [ ] Addition
NAME		4.2 NAME
STREET ADDRESS		4.3 STREET ADDRESS
CITY-ST-ZIP		4.4 CITY-ST-ZIP
TITLE		5.1 TITLE — [ ] Change [ ] Addition
NAME		5.2 NAME
STREET ADDRESS		5.3 STREET ADDRESS
CITY-ST-ZIP		5.4 CITY-ST-ZIP
TITLE		6.1 TITLE — [ ] Change [ ] Addition
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 is true and accurate and that my signature shall be 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: MO ZAREH 1/13/95 404-433-9336
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone Number

0300280 FP