

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jan 17 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 # P14394 (1)
 1. Corporation Name
SANDWELL INC.



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

Mailing Address
**2690 CUMBERLAND PARKWAY
 SUITE 300
 ATLANTA GA 30339-3913**

3. Date Incorporated or Qualified
05/11/1987

3a. Date of Last Report
01/25/1996

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

4. FEI Number
93-0470684

Applied For
 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
**DAVIS, THOMAS P.
 1758 BOLTON ABBEY DRIVE
 JACKSONVILLE FL 32223**

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 _____ DATE _____
Signature of current registered agent or officer if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	PD <input type="checkbox"/> DELETE
NAME	PYATT, ALAN
STREET ADDRESS	666 BURRARD STREET
CITY- ST- ZIP	VANCOUVER, B COLUMBIA
TITLE	V <input type="checkbox"/> DELETE
NAME	FERGUSON, JON D.
STREET ADDRESS	4522 KINVARRA CIRCLE
CITY- ST- ZIP	MABLETON GA
TITLE	S <input type="checkbox"/> DELETE
NAME	GREENFIELD, JOHN
STREET ADDRESS	990 HAMMOND DR., STE. 650
CITY- ST- ZIP	ATLANTA GA
TITLE	A S <input type="checkbox"/> DELETE
NAME	LIRSEL, DALE
STREET ADDRESS	666 BURRARD STREET
CITY- ST- ZIP	VANCOUVER B.
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 attachment with an address.

SIGNATURE: *Jon D. Ferguson* 770-433-9336
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
JON D. FERGUSON

CR2E034 (9/96)