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Jan 30 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 # P19003 (3)

1. Corporation Name
THE LION, INC.

Principal Place of Business
700 N.PENNSYLVANIA AVE.
WILKES BARRE PA 18705-2451

Mailing Address
700 N.PENNSYLVANIA AVE.
WILKES BARRE PA 18705-2451



3. Date Incorporated or Qualified 04/26/1988
3a. Date of Last Report 02/22/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		24-0645190		Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
						<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

DAVIS, BYRON R.
3060 N.E. 45TH STREET
FT. LAUDERDALE FL 33308

10. Name and Address of New Registered Agent

81 Name C T Corporation System
82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Rd.
83
84 City Plantation FL 85 Zip Code 33324

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 *Victor A. Duya* Victor A. Duya, V.P. 1/20/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PC	1.1 TITLE	
NAME	LAWSON, CHARLES	1.2 NAME	
STREET ADDRESS	33 STEINBECK DRIVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	MOOSIC PA	1.4 CITY - ST - ZIP	
TITLE	S	2.1 TITLE	
NAME	COVERT, ROBERT J	2.2 NAME	
STREET ADDRESS	16 SLOCUM ST	2.3 STREET ADDRESS	
CITY - ST - ZIP	FORTY FOR PA	2.4 CITY - ST - ZIP	
TITLE	T	3.1 TITLE	
NAME	BELARDI, PATRICK E	3.2 NAME	
STREET ADDRESS	2504 WINFIELD AVE	3.3 STREET ADDRESS	
CITY - ST - ZIP	SCRANTON PA	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 in an attachment with an address.

SIGNATURE: *Charles E. Lawson* Charles E. Lawson, Pres/CEO 1/17/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)