

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

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**Jun 03 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P22363 (6)

1. Corporation Name
INVESCO CAPITAL MANAGEMENT, INC.



Principal Place of Business 1315 PEACHTREE ST. N.E. ATLANTA GA 30309	Mailing Address 1315 PEACHTREE ST. N.E. ATLANTA GA 30309-3503
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/30/1988	3a. Date of Last Report 04/29/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 58-1707262	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	25	29	30
7. Name and Address of Current Registered Agent		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	CD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STARKE, WENDELL M.	1.2 NAME	Edward C. Mitchell, Jr.
STREET ADDRESS	1315 PEACHTREE ST., NE	1.3 STREET ADDRESS	1315 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	Atlanta, GA 30309
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	President/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MITCHELL, EDWARD C	2.2 NAME	Frank M. Bishop
STREET ADDRESS	1315 PEACHTREE ST NE	2.3 STREET ADDRESS	1315 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	Atlanta, GA 30309
TITLE	VD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EVERETT, WILLIS M.	3.2 NAME	
STREET ADDRESS	1315 PEACHTREE ST., NE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	T <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Treasurer <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANCIS, JUDY	4.2 NAME	David A. Hartley
STREET ADDRESS	1315 PEACHTREE ST, NE	4.3 STREET ADDRESS	1315 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	Atlanta, GA 30309
TITLE	S <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AGUILAR, LUIS A.	5.2 NAME	Julie A. Skaggs, Esq.
STREET ADDRESS	1315 PEACK ST, NE	5.3 STREET ADDRESS	1315 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	Atlanta, GA 30309
TITLE	DV <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Executive Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORGAN, JOHN F	6.2 NAME	Luis A. Aguilar
STREET ADDRESS	1315 PEACHTREE ST NE	6.3 STREET ADDRESS	1315 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	6.4 CITY-ST-ZIP	Atlanta, GA 30309

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: *Julie A. Skaggs* 5/19/97

CR2E034 (9/96)