
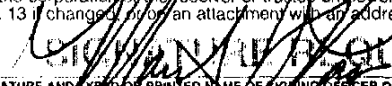


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Apr 25 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 # P28987 (6) 1. Corporation Name PHILLIPS COLLEGES, INC.			
Principal Place of Business ONE HANCOCK PLAZA GULFPORT MS 39507-4508		Mailing Address ONE HANCOCK PLAZA SUITE 1408 GULFPORT MS 39501 US	
2. Principal Place of Business 21 One Hancock Plaza Suite, Apt. #, etc. 22 Suite 1408 City & State 23 Gulfport, MS. Zip 24 39501		2a. Mailing Address 26 One Hancock Plaza Suite, Apt. #, etc. 27 Suite 1408 City & State 28 Gulfport, MS. Zip 29 39501 Country 25 U.S.A. 30 U.S.A.	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			
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 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP 1 LYNCH, MARSHALL D. ONE HANCOCK PLAZA SUITE 1408 GULFPORT MS 2 STD PHILLIPS, C. ALTON ONE HANCOCK PLAZA SUITE 1408 GULFPORT MS 3 V MURRAY, ALAN L. ONE HANCOCK PLAZA GULFPORT MS 4 ASV KIMBERLING, C RONALD 1 HANCOCK PLZ GULFPORT MS 5 PD PHILLIPS, GERALD C. ONE HANCOCK PLAZA SUITE 1408 GULFPORT MS 6 DELETE			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP President Joseph A. Bondi One Hancock Plaza, Suite 1408 Gulfport, MS. 39501 Vice President None Secretary/Treasurer Gerald C. Phillips One Hancock Plaza, Suite 1408 Gulfport, MS. 39501 Assistant Treasurer Marilyn J. Paquin One Hancock Plaza, Suite 1408 Gulfport, MS. 29501 Assistant Treasurer Todd Walter One Hancock Plaza, Suite 1408 Gulfport, Ms. 39501 Director Gerald C. Phillips One Hancock Plaza, Suite 1408 Gulfport, MS. 39501			
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption set forth in Section 607.0503, 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, in or an attachment with an address.			
SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ASST. TREASURER 4/2/97 (001)864-6096 Date Daytime Phone # 0527486			

CR2E034 (9/96)