

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

FILED
Mar 14 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 # P30893 (2)

1. Corporation Name
LEVINE & POOR, INC.



Principal Place of Business 4967 WILLIAMS ARNOLD ROAD MEMPHIS TN 38117	Mailing Address 4967 WILLIAMS ARNOLD ROAD MEMPHIS TN 38117-4237
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2. Principal Place of Business 21 4967 William Arnold Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 4967 William Arnold Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 09/11/1990	3a. Date of Last Report 05/17/1996
4. FEI Number 62-0990007	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 _____ (BOE Registered Agent signature required when reissuing) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VPS	<input type="checkbox"/> DELETE
NAME	LEVINE, SIDNEY	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LEVINE, JOYCE	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE	P	<input type="checkbox"/> DELETE
NAME	POOR, MICHAEL	
STREET ADDRESS	4967 WILLIAM ARNOLD RD	
CITY-ST-ZIP	MEMPHIS TN 38117	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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:  **Sidney B. Levine**
 Vice President
 Levine & Poor, Inc.
 11 Mar 97 call 62-6885

CR2E034 (9/96)