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Feb 11 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 # P32223

(0)

1. Corporation Name
EQUITABLE JVS, INC.

Principal Place of Business
% EQUITABLE REAL ESTATE
1150 LAKE HEARN DR. STE. 400
ATLANTA GA 30342
US

Mailing Address
% EQUITABLE REAL ESTATE
1150 LAKE HEARN DR. STE. 400
ATLANTA GA 30342-1508
US

3. Date Incorporated or Qualified 12/20/1990
3a. Date of Last Report 01/29/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number

59-1912708

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

CT CORPORATION SYSTEM
1200 SOUTH 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 | PCD | <input checked="" type="checkbox"/> DELETE |
| NAME | WELCH, TIMOTHY J | |
| STREET ADDRESS | 1150 LAKE HEARN DR. STE. 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | BROWN, DOUGLAS L. | |
| STREET ADDRESS | 1150 LAKE HEARN DR. STE. 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |
| TITLE | T | <input checked="" type="checkbox"/> DELETE |
| NAME | MILLER, CHARLES E. | |
| STREET ADDRESS | 1150 LAKE HEARN DR. STE. 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | KENNEDY, THOMAS P. | |
| STREET ADDRESS | 1150 LAKE HEARN DR. STE. 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | DAFFER, TERRELL E. | |
| STREET ADDRESS | 1150 LAKE HEARN DR. STE. 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | WILLIAMS, GEORGE A. | |
| STREET ADDRESS | 1150 LAKE HEARN DR., STE 400 | |
| CITY-ST-ZIP | ATLANTA GA 30342 | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|----------------------------------|--|
| 1.1 TITLE | T | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | Hart, Linda M. | |
| 1.3 STREET ADDRESS | 1150 Lake Hearn Dr. NE, Ste. 400 | |
| 1.4 CITY-ST-ZIP | Atlanta, GA 30342 | |
| 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 | C,P,CEO | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | Kennedy, Thomas P. | |
| 4.3 STREET ADDRESS | 1150 Lake Hearn Dr., Suite 400 | |
| 4.4 CITY-ST-ZIP | Atlanta, GA 30342 | |
| 5.1 TITLE | VP,AS | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | Daffer, Terrell E. | |
| 5.3 STREET ADDRESS | 1150 Lake Hearn Dr., Suite 400 | |
| 5.4 CITY-ST-ZIP | Atlanta, GA 30342 | |
| 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:

Douglas L. Brown
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Douglas L. Brown, Secretary 1/10/97 404/848-8614

Date

Daytime Phone #

0012485

CR2E034 (9/96)