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Jan 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

DOCUMENT # P33904 (4)

1. Corporation Name
THE SPENCER COMPANIES INCORPORATED

Principal Place of Business

120 WOODSON ST
PO BOX 18128
HUNTSVILLE AL 35804

Mailing Address

120 WOODSON ST
PO BOX 18128
HUNTSVILLE AL 35804-8128



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

3. Date Incorporated or Qualified

05/11/1991

3a. Date of Last Report

01/24/1996

4. FEI Number

63-0639377

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

BONAR, HENRY B., II
565 SOUTH EDGWOOD AVENUE
JACKSONVILLE FL 32205

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 of registered agent and the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME SPENCER, GUY J., JR.
STREET ADDRESS 120 WOODSON STREET, N.W.
CITY-STATE-ZIP HUNTSVILLE AL 35801

TITLE VD
NAME ADAMS, ROBERT E.
STREET ADDRESS 120 WOODSON STREET, N.W.
CITY-STATE-ZIP HUNTSVILLE AL 35801

TITLE STD
NAME DEMIRJIAN, DANIEL B.
STREET ADDRESS 120 WOODSON STREET, N.W.
CITY-STATE-ZIP HUNTSVILLE AL 35801

TITLE D
NAME CHAPPELL, SARAH S.
STREET ADDRESS 120 WOODSON STREET, N.W.
CITY-STATE-ZIP HUNTSVILLE AL 35801

TITLE D
NAME REID, FRED C.
STREET ADDRESS 100 VALLEY ROAD
CITY-STATE-ZIP DOLOMITA AL 35061

TITLE D
NAME BIRDSOING, RANDALL G.
STREET ADDRESS 120 WOODSON ST., N.W.
CITY-STATE-ZIP HUNTSVILLE AL 35801

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D
1.2 NAME SPENCER, GUY J., III
1.3 STREET ADDRESS 120 WOODSON STREET, N.W.
1.4 CITY-STATE-ZIP HUNTSVILLE, AL 35801

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-STATE-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-STATE-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-STATE-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-STATE-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-STATE-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: Daniel B. Demirjian Daniel B. Demirjian January 7, 1997 (205) 533-1150

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)