

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

FILED
Apr 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 # P34589 (2)
1. Corporation Name
SIMMONS OUTDOOR CORPORATION



Principal Place of Business: C/O NOEL GROUP, INC, 687 MADISON AVENUE, NEW YORK NY 10021
Mailing Address: 2120 KILLEARNEY WAY, TALLAHASSEE FL 32308-3402, US

3. Date Incorporated or Qualified: 07/08/1991
3a. Date of Last Report: 04/11/1996
4. FEI Number: 65-0272347
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

2. Principal Place of Business: 21 Simmons Outdoor Corporation, Suite, Apt. #, etc.
2a. Mailing Address: 26 Clout, Inc.
22 3520 Thommsville Road, Suite 500, City & State
27 4520 Executive Park Drive, City & State
23 Tallahassee, FL, Zip
28 Montgomery, AL
24 32308, Country: U.S.A.
29 36116, Country: U.S.A.

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND RD., 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: _____ DATE: _____
Signature, type or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	P	<input type="checkbox"/> DELETE
NAME	BRIDGMAN, LARRY W.	
STREET ADDRESS	2120 KILLEARNEY WAY	
CITY-ST-ZIP	TALLAHASSEE FL	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	SNOW, N. NICOLL	
STREET ADDRESS	2120 KILLEARNEY WAY	
CITY-ST-ZIP	TALLAHASSEE FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BENNETT, WILLIAM L.	
STREET ADDRESS	687 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BUONICONTI, NICHOLAS	
STREET ADDRESS	2601 S BAYSHORE DR, #1600	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	STEIN, KAREN BRENNER	
STREET ADDRESS	687 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	FRIEDMAN, HERBERT M	
STREET ADDRESS	460 PARK AVE	
CITY-ST-ZIP	NY NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	3520 Thommsville Road, Suite 500	
1.4 CITY-ST-ZIP	Tallahassee, FL 32308	
2.1 TITLE	S	Change <input checked="" type="checkbox"/> Addition
2.2 NAME	D. Joseph McInnes	
2.3 STREET ADDRESS	4520 Executive Park Drive	
2.4 CITY-ST-ZIP	Montgomery, AL 36116	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	John M. Parnell	
3.3 STREET ADDRESS	4520 Executive Park Drive	
3.4 CITY-ST-ZIP	Montgomery, AL 36116	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Richard H. Irving, III	
4.3 STREET ADDRESS	4520 Executive Park Drive	
4.4 CITY-ST-ZIP	Montgomery, AL 36116	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Harold E. Layman	
5.3 STREET ADDRESS	4520 Executive Park Drive	
5.4 CITY-ST-ZIP	Montgomery, AL 36116	
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 in changed, or in an attachment with an address.

SIGNATURE: *[Signature]* D. Joseph McInnes 4/14/97 (850) 244-4000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Secretary Daytime Phone #

CP2E034 (9/96)