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FILED
May 13 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 # P35808 (5)
 1. Corporation Name
BE&K PROPERTIES, INC.



Principal Place of Business
**2000 INTERNATIONAL PK DR
 BIRMINGHAM AL 35243
 US**

Mailing Address
**% TAX DEPT
 PO BOX 2332
 BIRMINGHAM AL 35201-2332
 US**

3. Date Incorporated or Qualified
10/03/1991

3a. Date of Last Report
04/30/1996

4. FEI Number
63-0901803

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 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS	
TITLE	CD <input type="checkbox"/> DELETE
NAME	KENNEDY, T. C.
STREET ADDRESS	2000 INT'L PARK DR. BIRMINGHAM AL
CITY- ST- ZIP	
TITLE	DP <input type="checkbox"/> DELETE
NAME	GOODRICH, T. M.
STREET ADDRESS	2000 INT'L PARK DR. BIRMINGHAM AL
CITY- ST- ZIP	
TITLE	I <input type="checkbox"/> DELETE
NAME	MCCARTY, JOSEPH S., JR.
STREET ADDRESS	2000 INTERNATIONAL PK DR BIRMINGHAM AL
CITY- ST- ZIP	
TITLE	VD <input type="checkbox"/> DELETE
NAME	SMITH, CLYDE M.
STREET ADDRESS	2000 INT'L PARK DR. BIRMINGHAM AL
CITY- ST- ZIP	
TITLE	VS <input type="checkbox"/> DELETE
NAME	GARRICK, FREDERICK E.
STREET ADDRESS	2000 INT'L PARK DR. BIRMINGHAM AL
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: *X* *Sandra B. Mortham* **4/30/97** **205-972-6000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)