

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Sep 25 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 # P36777 (1)
1. Corporation Name
LOYAL WESTPALM CORPORATION



Principal Place of Business
1300 NORTH CHARLES STREET
BALTIMORE MD 21201

Mailing Address
C/O CRESTAR BANK FSB
1300 N. CHARLES STREET
BALTIMORE MD 21201

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2 North Charles Street Suite, Apt. #, etc. 22 City & State 23 Baltimore, MD Zip 24 21201		2a. Mailing Address 26 c/o Crestar Bank Suite, Apt. #, etc. 27 2 North Charles Street City & State 28 Baltimore, MD Zip 29 21201		3. Date Incorporated or Qualified 12/20/1991		3a. Date of Last Report 04/19/1996	
				4. FEI Number 52-1763212		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 owes or has paid the current year intangible Personal Property Tax due June 30. <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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	THURMOND, P. THOMAS		1.1 TITLE	PD	Jeffrey A. Welch	
NAME				1.2 NAME			
STREET ADDRESS		919 E MAIN ST		1.3 STREET ADDRESS		919 E. Main Street	
CITY-ST-ZIP		RICHMOND VA 23219		1.4 CITY-ST-ZIP		Richmond, Virginia 23219	
TITLE	V	PARKS, MICHAEL H		2.1 TITLE			
NAME				2.2 NAME			
STREET ADDRESS		919 E MAIN ST		2.3 STREET ADDRESS			
CITY-ST-ZIP		RICHMOND VA 23219		2.4 CITY-ST-ZIP			
TITLE	SD	RIGSBY, LINDA F		3.1 TITLE			
NAME				3.2 NAME			
STREET ADDRESS		919 E MAIN ST		3.3 STREET ADDRESS			
CITY-ST-ZIP		RICHMOND VA 23219		3.4 CITY-ST-ZIP			
TITLE	T	WHITEHEAD, H. BRADFORD		4.1 TITLE	T	Ann Arnold	
NAME				4.2 NAME			
STREET ADDRESS		919 E MAIN ST		4.3 STREET ADDRESS		919 E. Main Street	
CITY-ST-ZIP		RICHMOND VA 23219		4.4 CITY-ST-ZIP		Richmond, Virginia 23219	
TITLE	AS	KING, JULIE V		5.1 TITLE			
NAME				5.2 NAME			
STREET ADDRESS		919 E MAIN ST		5.3 STREET ADDRESS			
CITY-ST-ZIP		RICHMOND VA 23219		5.4 CITY-ST-ZIP			
TITLE	CD	KELLEY, THOMAS F		6.1 TITLE			
NAME				6.2 NAME			
STREET ADDRESS		919 E MAIN ST		6.3 STREET ADDRESS			
CITY-ST-ZIP		RICHMOND VA 23219		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: _____ 9/25/97 804/262-5393

CR2E034 (4/97)