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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mordant
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P37907

(3)

1. Corporation Name

GAINSBOROUGH CORPORATION

Principal Place of Business

301 SOUTH TRYON ST.
CHARLOTTE NC 28288

Mailing Address

TWO FIRST UNION CENTER
0200
CHARLOTTE NC 28288
US

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt. #, etc.

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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's signature required when changing)

DATE

12. OFFICERS AND DIRECTORS

TITLE D [] DELETE

NAME CRUTCHFIELD, E. E., JR.
STREET ADDRESS ONE FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

TITLE DP [X] DELETE

NAME MATHIS, DANIEL W.
STREET ADDRESS ONE FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

TITLE TO [] DELETE

NAME GOINS, HERMAN
STREET ADDRESS TWO FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

TITLE P [X] DELETE

NAME MATHIS, DANIEL W.
STREET ADDRESS ONE FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

TITLE VP [] DELETE

NAME ANKLIN, TRACEY
STREET ADDRESS TWO FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

TITLE S [] DELETE

NAME HATHAWAY, KENT S.
STREET ADDRESS TWO FIRST UNION CENTER
CITY-STATE-ZIP CHARLOTTE NC

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE [] Change [] Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-STATE-ZIP

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

Marion A. Cowell, Director [X] Change [] Addition
One First Union Center
Charlotte, NC 28288

Marion A. Cowell, President [X] Change [] Addition
One First Union Center
Charlotte, NC 28288

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Herman Goins, Herman Goins, Tax Officer

3/27/96 (704) 374-6841

CR2E034 (12/95)