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Mar 18 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 # P38626 (8)
 1. Corporation Name
BILRO, INC.



Principal Place of Business: **4919 1ST COAST HWY.
 4859 1ST COAST HWY.
 AMELIA ISLAND FL 32034
 US**
 Mailing Address: **4919 1ST COAST HWY.
 AMELIA ISLAND FL 32034-5418
 US**

3. Date Incorporated or Qualified: **05/04/1992**
 3a. Date of Last Report: **02/27/1996**
 4. FEI Number: **23-2281633**
 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

2. Principal Place of Business: 21 State, Apt #, etc.: 22 City & State: 23 Zip: 24 Country: 25
 2a. Mailing Address: 26 Suite, Apt #, etc.: 27 City & State: 28 Zip: 29 Country: 30

JACOBS, ARTHUR I.
804 ATLANTIC AVENUE
FERNANDINA BEACH FL 32034

10. Name and Address of New Registered Agent
 81 Name: **Lance P. Cohen**
 82 Street Address (P.O. Box Number is Not Acceptable): **1723 Blanding Blvd**
 83 Suite: **102**
 84 City: **Jacksonville** FL 85 Zip Code: **32210**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, this newly 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 authorized, and accept, the publication of, Section 607.030, Florida Statutes.

SIGNATURE: *[Signature]* DATE: **2-16-97**

12. OFFICERS AND DIRECTORS

TITLE	PT	WATTERS, WILLIAM	5351 FLORENCE POINT DR. FERNANDINA BSH. FL
TITLE	VS	MORRISON, RONALD	320 CONESTOGA ROAD DEVON PA
TITLE			
TITLE			
TITLE			
TITLE			
TITLE			
TITLE			
TITLE			
TITLE			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	Watters, William	105 Long Point Drive Amelia Island, FL 32034
2.1 TITLE	T	Watters, Joyce	105 Long Point Drive Amelia Island, FL 32034
3.1 TITLE			
4.1 TITLE			
5.1 TITLE			
6.1 TITLE			
7.1 TITLE			
8.1 TITLE			
9.1 TITLE			
10.1 TITLE			

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, 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 as an attachment with an address.

SIGNATURE: *[Signature]* **William Watters** DATE: **1-9-97** Daytime Phone: **450 3 1-904 277 4503**

CR2E034 (9/96)