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May 02 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 # P93000004488 (1)

1. Corporation Name
RR DONLEY, INC.



Principal Place of Business: 2699 LEE RD. SUITE 200 WINTER PARK FL 32789
Mailing Address: 2699 LEE RD. SUITE 200 WINTER PARK FL 32789-1773

2. Principal Place of Business (21-24)
2a. Mailing Address (26-30)

3. Date Incorporated or Qualified: 01/20/1993
3a. Date of Last Report: 04/30/1996
4. FEI Number: 59-3160072
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

9. Name and Address of Current Registered Agent
LOUV, ARTHUR R
801 NORTH MAGNOLIA AVE.
SUITE 201
ORLANDO FL 32789

10. Name and Address of New Registered Agent (81-85)

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] DATE: 4/18/97

12. OFFICERS AND DIRECTORS (1-6)
1. DONLEY, RONNY R
2699 LEE RD., SUITE 200
WINTER PARK FL 32789

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (7-12)

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: [Signature] DATE: 4/18/97 DAYTIME PHONE: (407) 645-4811

CR2E034 (9/96)