

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
May 13 1997 8:00am
Secretary of State

DOCUMENT # P93000020770 (2)

1. Corporation Name
BARNES/BROOKSHIRE ENTERPRISES, INC.

Principal Place of Business
7586 OLD KINGS RD. S.
JACKSONVILLE FL 32217-3708

Mailing Address
7586 OLD KINGS RD. S.
JACKSONVILLE FL 32217-3708



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

BROOKSHIRE, JAMES F
7586 OLD KINGS RD. S.
JACKSONVILLE FL 32217-3708

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

(SEAL) Registered Agent signature required when a state is changed

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PD
BARNES, PATRICIA A
7586 OLD KINGS RD. S.
JACKSONVILLE FL 32217-3708

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
STD
BROOKSHIRE, JAMES F
7586 OLD KINGS RD. S.
JACKSONVILLE FL 32217-3708

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

7.1 TITLE
7.2 NAME
7.3 STREET ADDRESS
7.4 CITY-ST-ZIP

8.1 TITLE
8.2 NAME
8.3 STREET ADDRESS
8.4 CITY-ST-ZIP

9.1 TITLE
9.2 NAME
9.3 STREET ADDRESS
9.4 CITY-ST-ZIP

10.1 TITLE
10.2 NAME
10.3 STREET ADDRESS
10.4 CITY-ST-ZIP

11.1 TITLE
11.2 NAME
11.3 STREET ADDRESS
11.4 CITY-ST-ZIP

12.1 TITLE
12.2 NAME
12.3 STREET ADDRESS
12.4 CITY-ST-ZIP

13.1 TITLE
13.2 NAME
13.3 STREET ADDRESS
13.4 CITY-ST-ZIP

14.1 TITLE
14.2 NAME
14.3 STREET ADDRESS
14.4 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: *James F. Brookshire* Pres-Vice-Mem # 29-97 GALT 782-8286

CR2E034 (9/96)