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Apr 04 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 # P93000088623 (2)

1. Corporation Name
SOUTHERN GROUNDCOVER, INC.



Principal Place of Business
1338 S MAIN ST.
LAKE PARK GA 31636

Mailing Address
1338 S MAIN ST.
LAKE PARK GA 31636-3711

3. Date Incorporated or Qualified
12/29/1993

3a. Date of Last Report
05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-3217337	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24. Country	29. Country		

9. Name and Address of Current Registered Agent

PRESCOTT, DAVID R
215 S MONROE ST STE 420
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DO	<input type="checkbox"/> DELETE
NAME	DAVIDSON, ALBERT	
STREET ADDRESS	C/O 4131 NW 13TH STREET STE. 228	
CITY-STATE-ZIP	GAINESVILLE FL 32609	
TITLE	DO	<input type="checkbox"/> DELETE
NAME	GUNTER, GARY	
STREET ADDRESS	SKYLINE RANCH #43	
CITY-STATE-ZIP	JACKSON WY 83001	
TITLE	DO	<input type="checkbox"/> DELETE
NAME	TEMPLE, ROBERT	
STREET ADDRESS	5420 WOOD DUCK WAY	
CITY-STATE-ZIP	LAKE PARK GA 31636	
TITLE	O	<input type="checkbox"/> DELETE
NAME	MCRAE, NORMAN I	
STREET ADDRESS	C O 4131 NW 13TH ST. STE 228	
CITY-STATE-ZIP	GAINESVILLE FL 32609	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-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: *Robert T. Temple IV* 1/7/97 912-559-9019
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Robert T. Temple IV
0013635

CR2E034 (9/96)