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Feb 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 # P94000017235 (0)

1. Corporation Name
GOOSE POND CORPORATION



Principal Place of Business

%STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BLVD
TALLAHASSEE FL 32314
US

Mailing Address

%STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BLVD
TALLAHASSEE FL 32308-7703
US

3. Date Incorporated or Qualified
03/04/1994

3a. Date of Last Report
04/23/1996

2. Principal Place of Business

21 1801 Hermitage Blvd.

2a. Mailing Address

26 1801 Hermitage Blvd.

4. FEI Number

59-3294419

Applied For
Not Applicable

Suite, Apt #, etc.

22 Suite 100

Suite, Apt #, etc.

27 Suite 100

5. Certificate of Status Desired

\$8.75 Additional Fee Required

City & State

23 Tallahassee, FL

City & State

28 Tallahassee, FL

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

Zip

24 32308

Country

25 US

Zip

29 32308

Country

30 US

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

SCHOW, HORACE II
1230 BLOUNTSTOWN HWY.
TALLAHASSEE FL 32314

10. Name and Address of New Registered Agent

81 Name David E. Todd

82 Street Address (P.O. Box Number is Not Acceptable)
1801 Hermitage Blvd.

83 Suite 100

84 City

Tallahassee

FL

85 Zip Code
32308

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: *David E. Todd* David E. Todd, Assistant General Counsel 1-22-97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	BRILL, LAUNNE G	
STREET ADDRESS	1801 HERMITAGE BLVD	
CITY-ST-ZIP	TALLAHASSEE FL	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	DEL PIZZO, VICTOR A	
STREET ADDRESS	51 JFK PAKWY	
CITY-ST-ZIP	SHORT HILLS NJ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BURT, NOYCE W	
STREET ADDRESS	1 RAVINIA DE STE 1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	DARK, JOHN W.	
STREET ADDRESS	51 JFK PKWY	
CITY-ST-ZIP	SHORT HILLS NJ	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-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-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Douglas W. Bennett
5.3 STREET ADDRESS	1801 Hermitage Blvd., Suite 100
5.4 CITY-ST-ZIP	Tallahassee, FL 32308
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Todd A. Miller
6.3 STREET ADDRESS	1801 Hermitage Blvd., Suite 100
6.4 CITY-ST-ZIP	Tallahassee, FL 32308

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: *Douglas W. Bennett* Douglas W. Bennett, Director 2-3-97

CR2E034 (9/96)