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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P94000061495 (5)

1. Corporation Name

THE SOUTH WALTON GROUP, INC.

Principal Place of Business

1413 HIGHWAY 395
SANTA ROSA BEACH FL 32459

Mailing Address

1413 HIGHWAY 395
SANTA ROSA BEACH FL 32459

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

BUTLER, ALBERT B
1413 HIGHWAY 395
SANTA ROSA BEACH FL 32459

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 607.0902 and 607.1509, 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 607.0902, Florida Statutes.

SIGNATURE

Signature (Type or print name of officer or director of corporation)

(If officer or director of corporation required when filing)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D BUTLER, ALBERT B
1413 HIGHWAY 395
SANTA ROSA BEACH FL 32459

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D BRANNON, RONNIE L
P.O. BOX 504 N/A
FREEPORT FL 32439

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D SCHISSLER, FRANK M IV
RT. 2, BOX 281
FREEPORT FL 32439

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D LOGAN, KEVIN O
P.O. BOX 577 N/A
FREEPORT FL 32439

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D SCHISSLER, GEORGE D SR.
RT. 3, BOX 61
FREEPORT FL 32439

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D SCHISSLER, WILLIAM H
P.O. BOX 288 N/A
FREEPORT FL 32439

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.1 TITLE 13.2 NAME 13.3 STREET ADDRESS 13.4 CITY-ST-ZIP 13.5 CITY-ST-ZIP 13.6 NAME 13.7 STREET ADDRESS 13.8 CITY-ST-ZIP 13.9 NAME 13.10 STREET ADDRESS 13.11 CITY-ST-ZIP 13.12 NAME 13.13 STREET ADDRESS 13.14 CITY-ST-ZIP 13.15 NAME 13.16 STREET ADDRESS 13.17 CITY-ST-ZIP 13.18 NAME 13.19 STREET ADDRESS 13.20 CITY-ST-ZIP

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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. 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]

FILED
Mar 18 1997 8:00am
Secretary of State



3. Date Incorporated or Qualified 08/17/1994
3a. Date of Last Report 04/25/1996
4. FET Number 59-3262464
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 [X] Yes [] No
10. Name and Address of New Registered Agent

CR2E034 (9/96)