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Jun 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P94000067080 (9)
1. Corporation Name
HILCO INVESTMENTS, INC.



Principal Place of Business: 27740 SANDBAGGER LANE, WESLEY CHAPEL FL 33544
Mailing Address: 27740 SANDBAGGER LANE, WESLEY CHAPEL FL 33544-3401

3. Date Incorporated or Qualified: 09/13/1994
3a. Date of Last Report: 04/04/1996
4. FEI Number: 59-3267132
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 No

2. Principal Place of Business (21-23) and Mailing Address (2a-24) details including Suite #, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: SCHRADER, JEROME G, 37837 MERIDIAN AVE., SUITE 314, DADE CITY FL 33525

10. Name and Address of New Registered Agent: TERRY A. HILL, 27740 SANDBAGGER LN, WESLEY CHAPEL, FL 33544

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: Terry A. Hill, Pres. DATE: 4-30-97

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	HILL, TERRY A	
STREET ADDRESS	27740 SANDBAGGER LANE	
CITY - ST - ZIP	WESLEY CHAPEL FL 33544	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HILL, GERALD K	
STREET ADDRESS	27740 SANDBAGGER LANE	
CITY - ST - ZIP	WESLEY CHAPEL FL 33544	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 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: Terry A. Hill DATE: 4-30-97 (813) 973-4510

CR2E034 (9/96)