

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Oct 14 1998 8:00am
 Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1998



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

DOCUMENT # P94000070014 (3)

1. Corporation Name
 CHAPMAN-WALTERS, INC.



Principal Place of Business
 3732A ST. JOHN CT.
 PARK PLACE
 WILMINGTON NC 28403

Mailing Address
 PO BOX 2385
 WILMINGTON NC 28402

PLEASE MAIL TO

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 09/22/1994

4. FEI Number
 59-3268861

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business
 21 143 SALKGHATCHIE RD

2a. Mailing Address
 26 PO BOX 1337

22 City & State
 23 YEMASSEE SC

27 City & State
 28 BEAUFORT SC

24 Zip 29945 Country 25 USA

29 Zip 29901 Country 30 USA

9. Name and Address of Current Registered Agent
 BERKSON, GARY M
 1132 SYMONDS AVENUE
 WINTER PARK FL 32789

10. Name and Address of New Registered Agent
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	P	<input type="checkbox"/> DELETE
NAME	CHAPMAN, VICTOR	
STREET ADDRESS	3501 W VINE ST, SUITE 327	
CITY-ST-ZIP	KISSIMEE FL	
TITLE	V/P - CEO	<input type="checkbox"/> DELETE
NAME	J H WALTERS	N/A
STREET ADDRESS	PO BOX 1337	
CITY-ST-ZIP	BEAUFORT SC 29901	
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		

1.1 TITLE	CHAPMAN, VICTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	G WARWICK BAILEY CLOSE	
1.3 STREET ADDRESS	COLCHESTER, ESSEX COASER	
1.4 CITY-ST-ZIP	ENGLAND, U.K.	
2.1 TITLE	V/P - CEO - DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	J H WALTERS	N/A
2.3 STREET ADDRESS	PO BOX 1337	
2.4 CITY-ST-ZIP	BEAUFORT SC 29901	
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 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: *[Signature]* 843 589 4225

CR2E034 (5/98)