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May 19 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 # P94000077095 (5)

1. Corporation Name
RISCORP ACQUISITION, INC.



Principal Place of Business

1390 MAIN ST.
10TH FLOOR
SARASOTA FL 34236

Mailing Address

1390 MAIN ST.
10TH FLOOR
SARASOTA FL 34236-5687

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

BROWN, DARYL J
1819 MAIN ST.
SUITE 1100
SARASOTA FL 34236

10. Name and Address of New Registered Agent

81 Name L. Norman Vaughan-Birch
82 Street Address (P.O. Box Number is Not Acceptable)
720 S. Orange Ave.
83
84 City Sarasota FL 85 Zip Code 34236

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

Signature, typed or printed name of registered agent and their appointable

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	MALONE, JAMES A	
STREET ADDRESS	1390 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL	
TITLE	DCC	<input type="checkbox"/> DELETE
NAME	GRIFFIN, WILLIAM D	
STREET ADDRESS	1390 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL 34236	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MARKS, GREGORY M	
STREET ADDRESS	1390 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL 34236	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	HAMMEL, EDWARD J	
STREET ADDRESS	1390 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	SHEEKY, BRIAN T	
STREET ADDRESS	1390 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL 34236	
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	DCEO <input checked="" 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	DVP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Halloy, Richard A.
4.3 STREET ADDRESS	1390 Main Street
4.4 CITY-ST-ZIP	Sarasota, FL 34236
5.1 TITLE	T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Merritt, L. Scott
5.3 STREET ADDRESS	1390 Main St.
5.4 CITY-ST-ZIP	Sarasota, FL 34236
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 or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR JAMES A. MALONE

Date

Daytime Phone #

CR2E034 (9/96)