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May 14 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P95000008826 (6)**

1. Corporation Name  
**BROUGHTON, INC.**

Principal Place of Business <b>BARNETT TOWER, SUITE 750</b> <b>199 SECOND STREET, N.</b> <b>ST. PETERSBURG FL 33701</b> <b>US</b>	Mailing Address <b>BARNETT TOWER, SUITE 750</b> <b>ONE PROGRESS PLAZA</b> <b>100 SECOND STREET N. 33701-4353</b> <b>US</b>
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2. Principal Place of Business 21 <b>100 SECOND STREET N</b> Suite, Apt. #, etc. 22 City & State 23 <b>ST PETERSBURG FL</b> Zip Country 24 <b>33701 USA</b>	2a. Mailing Address 26 <b>PO BOX 3343</b> Suite, Apt. #, etc. 27 City & State 28 <b>ST PETERSBURG FL</b> Zip Country 29 <b>33731-3343 USA</b>
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3. Date Incorporated or Qualified <b>02/02/1995</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>65-0553751</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>MOULDS, GAIL F</b> <b>% HARRIS BARRETT MANN &amp; DEW</b> <b>SUITE 1500, 150 SECOND AVENUE NORTH</b> <b>ST. PETERSBURG FL 33701</b>
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10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 85 Zip Code
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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	
TITLE	PD <input type="checkbox"/> DELETE
NAME	<b>BROUGHTON, JAMES E</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>
TITLE	STD <input type="checkbox"/> DELETE
NAME	<b>BROUGHTON, KAY T</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>
TITLE	V <input type="checkbox"/> DELETE
NAME	<b>BROUGHTON, MARK D</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>
TITLE	V <input type="checkbox"/> DELETE
NAME	<b>BROUGHTON, JAMES E JR</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>
TITLE	V <input type="checkbox"/> DELETE
NAME	<b>DELUCIA, BROOKE A</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>
TITLE	V <input type="checkbox"/> DELETE
NAME	<b>BROUGHTON, MATTHEW S</b>
STREET ADDRESS	<b>100 SECOND STREET, N.</b>
CITY-ST-ZIP	<b>ST. PETERSBURG FL</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>3900 9TH STREET N.</b>
1.4 CITY-ST-ZIP	<b>ST PETERSBURG FL 33703</b>
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>3900 9TH STREET N.</b>
2.4 CITY-ST-ZIP	<b>ST PETERSBURG FL 33703</b>
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	<b>3900 9TH STREET N.</b>
3.4 CITY-ST-ZIP	<b>ST PETERSBURG FL 33703</b>
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	<b>2900 9TH STREET N.</b>
4.4 CITY-ST-ZIP	<b>ST. PETERSBURG FL 33703</b>
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	<b>3900 9TH STREET N.</b>
5.4 CITY-ST-ZIP	<b>ST. PETERSBURG FL 33703</b>
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	<b>3900 9TH STREET N.</b>
6.4 CITY-ST-ZIP	<b>ST. PETERSBURG FL 33703</b>

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 both, or on an attachment with an address.

SIGNATURE:  REQUIRED  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date **4-19-97**

CR2E034 (9/96)