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FILED  
May 14 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 # P95000054785 (7)

1. Corporation Name  
SWAIN PRODUCTIONS, INC.

Principal Place of Business  
1706-D CAPITAL CIRCLE N.E.  
TALLAHASSEE FL 32308

Mailing Address  
1706-D CAPITAL CIRCLE N.E.  
TALLAHASSEE FL 32308-5548



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/17/1995		3a. Date of Last Report 04/29/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 59-3324059		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

SWAIN, MARK  
1706-D CAPITAL CIRCLE N.E.  
TALLAHASSEE FL 32308

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	SWAIN, MARK	
STREET ADDRESS	1706-D CAPITAL CIRCLE N.E.	
CITY - ST - ZIP	TALLAHASSEE FL 32308	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	TUCK, VAL	
STREET ADDRESS	1706-D CAPITAL CIRCLE N.E.	
CITY - ST - ZIP	TALLAHASSEE FL 32308	
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	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Dawkins, Robert	
1.3 STREET ADDRESS	1706-D Capital Circle NE	
1.4 CITY - ST - ZIP	Tallahassee, Fla. 32308	
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)(c), 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 changing, or on an attachment with an address.

SIGNATURE:

*[Signature]*  
SIGNATURE AND PRINTED OR TYPED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/97  
Date

904-671-4232  
Daytime Phone

0047690

CR2E034 (9/96)