

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000080995 (0)

1. Corporation Name
SPS HOLDINGS, INC.



Principal Place of Business 2121 CORNELL STREET SARASOTA FL 34237	Mailing Address 2121 CORNELL STREET SARASOTA FL 34237-3437
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3. Date Incorporated or Qualified 10/23/1995	3a. Date of Last Report 07/02/1996
4. FEI Number 65-0614803	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 1610 Independent Square Suite Apt. #, etc.	2a. Mailing Address 26 1610 Independent Square Suite, Apt. #, etc.
22 City & State 23 Jacksonville, FL 24 Zip 32202	27 City & State 28 Jacksonville, FL 29 Zip 32202

9. Name and Address of Current Registered Agent
FIELDSTONE, RONALD R
200 S. BISCAYNE BLVD.
SUITE 2100
MIAMI FL 33131

81 Name Main, James L.	82 Street Address (P.O. Box Number is Not Acceptable) Kirschner, Main, Graham, Tanner, & Demont
83 City 1610 Independent Square, Suite 2000	84 Zip Code FL 32202

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 *James L. Main* James L. Main, Registered Agent 4/23/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	DELETE	1.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ASHBY, PAMELA		1.2 NAME McCrae, Walter	
STREET ADDRESS 2121 CORNELL STREET		1.3 STREET ADDRESS 1725 Memorial Park Drive	
CITY-ST-ZIP SARASOTA FL 34237		1.4 CITY-ST-ZIP Jacksonville, FL 32204	
TITLE D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ALLEN, RICHARD S		2.2 NAME Kuhne, John	
STREET ADDRESS 2121 CORNELL STREET		2.3 STREET ADDRESS 14 South Main Street	
CITY-ST-ZIP SARASOTA FL 34237		2.4 CITY-ST-ZIP Greenville, SC 29601	
TITLE D	<input type="checkbox"/> DELETE	3.1 TITLE ST	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME MACDONNELL, RUSSELL R		3.2 NAME Lanigan, Mindy	
STREET ADDRESS 2121 CORNELL STREET		3.3 STREET ADDRESS 1610 Independent Sqaure	
CITY-ST-ZIP SARASOTA FL 34237		3.4 CITY-ST-ZIP Jacksonville, FL 32202	
TITLE D	<input type="checkbox"/> DELETE	4.1 TITLE CD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME PURCELL, KENNEH E		4.2 NAME Purcell, Kenneth E.	
STREET ADDRESS 16120 INDEPENDENT SQUARE		4.3 STREET ADDRESS 1610 Independent Square	
CITY-ST-ZIP JACKSONVILLE FL 32202		4.4 CITY-ST-ZIP Jacksonville, FL 33202	
TITLE D	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME STEIN, ROBERT L		5.2 NAME	
STREET ADDRESS 16120 INDEPENDENT SQUARE		5.3 STREET ADDRESS 1610 Independent Square	
CITY-ST-ZIP JACKSONVILLE FL 32202		5.4 CITY-ST-ZIP Jacksonville, FL 32202	
TITLE S	<input checked="" type="checkbox"/> DELETE	6.1 TITLE V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME TAUB, ANDREW		6.2 NAME Marinatos, Anthony	
STREET ADDRESS 2121 CORNELL STREET		6.3 STREET ADDRESS 1610 Independent Square	
CITY-ST-ZIP SARASOTA FL 34237		6.4 CITY-ST-ZIP Jacksonville, FL 32202	

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: *Mindy Lanigan* Mindy Lanigan 4/22/97 (904)355-3519
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR SECRETARY/TREASURER Daytime Phone #

CR2E034 (9/96)