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May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000001425 (3)

1. Corporation Name
FIRST UNION NOVA HOLDINGS OF FL, INC.



Principal Place of Business: 225 WATER STREET JACKSONVILLE FL 32202
Mailing Address: 225 WATER STREET JACKSONVILLE FL 32202-5185

3. Date Incorporated or Qualified: 01/04/1996
3a. Date of Last Report: [Blank]
4. FEI Number: 56-1972473
Applied For: [Blank] / Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 [Blank] Suite, Apt. #, etc. 22 [Blank] City & State 23 [Blank] Zip 24 [Blank] Country 25 [Blank]
2a. Mailing Address: 26 [Blank] Suite, Apt. #, etc. 27 [Blank] City & State 28 [Blank] Zip 29 [Blank] Country 30 [Blank]

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
81 Name [Blank]
82 Street Address (P.O. Box Number is Not Acceptable) [Blank]
83 [Blank]
84 City [Blank] FL 85 Zip Code [Blank]

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: [Blank] Signature, typed or printed name of registered agent and title if applicable (NOT - Registered Agent signature required when reinstating) DATE: [Blank]

12. OFFICERS AND DIRECTORS		
TITLE	SEE ATTACHED LIST	<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		
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		<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)(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 file this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this filing.

SIGNATURE: Carol B. Mullis, Assistant Secretary

CR2E034 (9/96)

12. Directors and Officers

1. **Director**
Robert T. Atwood
301 S. College Street
One First Union Center
Charlotte, NC 28288-0004

2. **Director**
Edward E. Crutchfield
301 S. College Street
One First Union Center
Charlotte, NC 28288-0001

3. **Director**
John R. Georgius
301 S. College Street
One First Union Center
Charlotte, NC 28288-0003

4. **President**
H. Burt Melton
301 S. College Street
One First Union Center
Charlotte, NC 28288-0014

5. **Senior Vice President & Treasurer**
James H. Hatch
Two First Union Center
Charlotte, NC 28288-0201

6. **Senior Vice President & Secretary**
Kent S. Hathaway
301 S. College Street
One First Union Center
Charlotte, NC 28288-0630

7. **Assistant Secretary**
Carol R. Mullis
301 S. College Street
One First Union Center
Charlotte, NC 28288-0630