

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

FILED

Apr 11 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 # P96000052491 (3)

1. Corporation Name
TILTON ENTERPRISES, INC.

Principal Place of Business
13604 NE WALDO ROAD
GAINESVILLE FL 32609

Mailing Address
13604 NE WALDO ROAD
GAINESVILLE FL 32609-4500



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 13604 NE Waldo Road		26 13604 N.E. Waldo Road		06/18/1996	N/A
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 Gainesville, Florida		28 Gainesville, Florida		59-3383373	Not Applicable
24 32609		25 USA		5. Certificate of Status Desired	\$8.75 Additional Fee Required
26		27		6. Election Campaign Financing	\$5.00 May Be Added to Fees
28		29		Trust Fund Contribution	
30		31		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
RUSSELL, JAMES T
13604 NE WALDO ROAD
GAINESVILLE FL 32609

81 Name	10. Name and Address of New Registered Agent
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTVS	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUSSELL, VIRGINIA M	12 NAME	
STREET ADDRESS	13604 NE WALDO ROAD	13 STREET ADDRESS	
CITY-ST-ZIP	GAINESVILLE FL 32609	14 CITY-ST-ZIP	
TITLE		21 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		22 NAME	VICE PRESIDENT
STREET ADDRESS		23 STREET ADDRESS	JAMES T. RUSSELL
CITY-ST-ZIP		24 CITY-ST-ZIP	3310 SOUTHWEST 266TH ST.
TITLE		31 TITLE	NEWBERRY, FL 32669
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 if changed, or on an attachment with an address.

SIGNATURE: Virginia M. Russell VIRGINIA M. RUSSELL 3-6-97 (352) 372-1331
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)