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FILED
Jan 21 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 # P96000090731 (6)

1. Corporation Name
BROWN REAL ESTATE INVESTMENTS, INC.



Principal Place of Business: **POST OFFICE BOX 56073 JACKSONVILLE FL 32241**
 Mailing Address: **POST OFFICE BOX 56073 JACKSONVILLE FL 32241-6073**

3. Date Incorporated or Qualified: **11/05/1996**
 3a. Date of Last Report

2. Principal Place of Business (21-24)
 2a. Mailing Address (26-29)
 22. City & State
 23. City & State
 24. Zip Country

4. FEI Number: **59-3414620**
 Applied For: 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

9. Name and Address of Current Registered Agent
MORGAN, ROBERT W
C/O FORD, JETER & BOWLUS PA
10110 SAN JOSE BLVD.
JACKSONVILLE FL 32257

10. Name and Address of New Registered Agent (81-85)
 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: _____ DATE: _____
Signature of corporation, officer, director, agent and trustee applicable (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		DELETED
TITLE	D	<input type="checkbox"/>
NAME	BROWN, JAMES D	
STREET ADDRESS	4370 MORNING DOVE DRIVE	
CITY - ST - ZIP	JACKSONVILLE FL 32258	
TITLE	D	<input type="checkbox"/>
NAME	BROWN, KAREN P	
STREET ADDRESS	4370 MORNING DOVE DRIVE	
CITY - ST - ZIP	JACKSONVILLE FL 32258	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
11 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
12 NAME			
13 STREET ADDRESS			
14 CITY - ST - ZIP			
21 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
22 NAME			
23 STREET ADDRESS			
24 CITY - ST - ZIP			
31 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
32 NAME			
33 STREET ADDRESS			
34 CITY - ST - ZIP			
41 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
42 NAME			
43 STREET ADDRESS			
44 CITY - ST - ZIP			
51 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
52 NAME			
53 STREET ADDRESS			
54 CITY - ST - ZIP			
61 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
62 NAME			
63 STREET ADDRESS			
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: *James D. Brown - President - James D. Brown* 1/11/97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: 1/11/97
 Ext. 1214
 904-737-7730
 Daytime Phone #

CR2E034 (9/96)