

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

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1997 MAY -1 PM 5:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra S. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT #531341

1. Corporation Name

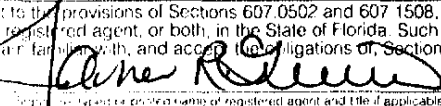
Quail Ridge Group Inc.

Principal Place of Business

Mailing Address

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 1485 Market St.		26 P.O. Box 3907		02/12/91		08/13/96	
22		27		4. FEI Number		Applied For	
23 Tallahassee, FL 32312		28 Tallahassee, FL		59-3171999		Not Applicable	
24 32312		25 Leon		5. Certificate of Status Desired		8.75 Additional Fee Required	
29 32315		30 Leon		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
R. Richard Yates, Jr. 1338 Vickers				81 Name James R. Guerino			
				82 Street Address (P.O. Box Number is Not Acceptable) 1485 Market St.			
				83			
				84 City Tallahassee, FL			
				85 Zip Code 32312			

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, for a term of _____, and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE:  DATE: 4/30/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Yates R. Richard, Jr.	11 TITLE	Director/President
NAME		12 NAME	Yates R. richard, jr.
STREET ADDRESS		13 STREET ADDRESS	1485 Market St.
CITY-ST-ZIP		14 CITY-ST-ZIP	Tallahassee, FL 32312
TITLE	Hassell Leonard C.	21 TITLE	Director/ V.P.
NAME		22 NAME	1485 Market St.
STREET ADDRESS		23 STREET ADDRESS	Tallahassee, FL 32312
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE		31 TITLE	Director V.P.
NAME		32 NAME	James R. Guerino
STREET ADDRESS		33 STREET ADDRESS	1485 Market St.-- Talla, FL 32312
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	
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)(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 changed, or on an attachment with an address.

SIGNATURE:  JAMES R. GUERINO DATE: 4/30/97 904 562-0124

CR2E034 (9/96)