SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT
1996

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

APPROVED AND FILED
96 AUG -1 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # S71683 (4)

1. Corporation Name

SOUTHERN PROTECTIVE SYSTEMS, INC.

Principal Place of Business	Mailing Address
P.O. BOX 506 LYNN HAVEN FL 32444	P.O. BOX 506 LYNN HAVEN FL 32444

3. Date Incorporated or Qualified: 08/05/1991
3a. Date of Last Report: 08/15/1995
4. FEI Number: 59-3079697 — [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [X] — $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. 199.052 Florida Statutes [ ] Yes [ ] No

	2. Principal Place of Business	2a. Mailing Address
Street	21 3221-A W. Hwy 390	26 3221-A W. Hwy 390
Suite, Apt #, etc.	22	27
City & State	23 Panama City, Florida	28 Panama City, Florida
Zip	24 32405	29 32405
Country	25 Bay	30 Bay

9. Name and Address of Current Registered Agent

TERRY, ROBERT F.
1833-E NORTH EAST AVENUE
PANAMA CITY FL

10. Name and Address of New Registered Agent

81 Name: Susan K. Shipp
82 Street Address (P.O. Box Number is Not Acceptable): 115 Jenks Circle
83
84 City: Panama City, Florida FL 85 Zip Code: 32405

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 [signature] 6/11/96

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PST	[ ] DELETE	1.1 TITLE	President [X] Change [ ] Addition
NAME	TERRY, ROBERT F.		1.2 NAME	Susan K. Shipp
STREET ADDRESS	1833-E N EAST AVE		1.3 STREET ADDRESS	115 Jenks Circle
CITY-ST-ZIP	PANAMA CITY FL		1.4 CITY-ST-ZIP	Panama City, Florida
TITLE	D	[ ] DELETE	2.1 TITLE	Vice President [X] Change [ ] Addition
NAME	TERRY, ROBERT F.		2.2 NAME	Kenneth W. Shipp
STREET ADDRESS	1833-E N EAST AVE		2.3 STREET ADDRESS	115 Jenks Circle
CITY-ST-ZIP	PANAMA CITY FL		2.4 CITY-ST-ZIP	Panama City, Florida
TITLE		[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME			3.2 NAME	800001912358
STREET ADDRESS			3.3 STREET ADDRESS	-08/05/96--01028--012
CITY-ST-ZIP			3.4 CITY-ST-ZIP	****208.75 ****208.75
TITLE		[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME			6.2 NAME	$25.00 LATE FEE WAIVED
STREET ADDRESS			6.3 STREET ADDRESS	DUE TO CLERICAL ERROR.
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), 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: [signature] 6/11/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date
Susan K. Shipp/President

CR2E034 (3/96)