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**Apr 29 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 # V52354 (0)
1. Corporation Name
UNITED RAILWAY SIGNAL GROUP, INC.



Principal Place of Business Mailing Address
1387 CASSAT AVE JACKSONVILLE FL 32205 US
1387 CASSAT AVE JACKSONVILLE FL 32205-7084 US

3. Date Incorporated or Qualified **07/20/1992** 3a. Date of Last Report **04/02/1996**
4. FEI Number **59-3132603** Applied For Not Applicable
5. Certificate of Status Desired **XX** **\$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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**BERG, REBECCA L ESQ.
701 FISK ST.
SUITE 310
JACKSONVILLE FL 32204**

10. Name and Address of New Registered Agent
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 Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE
NAME	WILSON, JOHN M.	1.2 NAME
STREET ADDRESS	8104 KILWINNING LANE	1.3 STREET ADDRESS
CITY-ST-ZIP	JACKSONVILLE FL	1.4 CITY-ST-ZIP
TITLE	DS <input type="checkbox"/> DELETE	2.1 TITLE
NAME	NASR, JAMIL F.	2.2 NAME
STREET ADDRESS	8160 FT. LEE TRAIL	2.3 STREET ADDRESS
CITY-ST-ZIP	JACKSONVILLE FL	2.4 CITY-ST-ZIP
TITLE	DVP <input type="checkbox"/> DELETE	3.1 TITLE
NAME	KENNEY, CAROLINE P	3.2 NAME
STREET ADDRESS	3537 FITCH STREET	3.3 STREET ADDRESS
CITY-ST-ZIP	JACKSONVILLE FL	3.4 CITY-ST-ZIP
TITLE	DT <input type="checkbox"/> DELETE	4.1 TITLE
NAME	JOYNER, DAVID K.	4.2 NAME
STREET ADDRESS	7607 JANA LANE S.	4.3 STREET ADDRESS
CITY-ST-ZIP	JACKSONVILLE FL	4.4 CITY-ST-ZIP
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE
NAME		5.2 NAME
STREET ADDRESS		5.3 STREET ADDRESS
CITY-ST-ZIP		5.4 CITY-ST-ZIP
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE
NAME		6.2 NAME
STREET ADDRESS		6.3 STREET ADDRESS
CITY-ST-ZIP		6.4 CITY-ST-ZIP

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Larry E. Kerley
1.3 STREET ADDRESS	5463 Tierra Verde Lane
1.4 CITY-ST-ZIP	Jacksonville, FL 32258
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Wm. B. Young Jr.
2.3 STREET ADDRESS	5014 Rue Street
2.4 CITY-ST-ZIP	Jacksonville, FL 32258
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	James L.R. Burch
3.3 STREET ADDRESS	6710 Collins Road
3.4 CITY-ST-ZIP	Jacksonville, FL 32244
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 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: *Caroline P. Keeney* **Caroline P. Keeney** 4/22/97 904-381-5914

CR2E034 (9/96)