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Jan 22 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 # 403382 (5)

1. Corporation Name:
PACER, INC.



Principal Place of Business
2300 9TH ST NORTH
ST. PETERSBURG FL 33704

Mailing Address
2300 9TH ST NORTH
ST. PETERSBURG FL 33704-3209

3. Date Incorporated or Qualified: 06/20/1972
3a. Date of Last Report: 02/19/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number: 59-1414145
Applied For: Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired: \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

23 Zip

25 Country

29 Zip

30 Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GRUBBS, MICHAEL T.
6801 B 16TH STREET N.E.
ST PETERSBURG FL 33704

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's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE: ST
NAME: GRUBBS, TREVOR T
STREET ADDRESS: 5187 DOVER ST NE
CITY - ST - ZIP: ST PETERSBURG FL

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

TITLE: P
NAME: GRUBBS, MICHAEL T
STREET ADDRESS: 6801 B 16TH ST., N.E.
CITY - ST - ZIP: ST PETERSBURG, FL 00000

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

TITLE: DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

TITLE: DELETE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

TITLE: DELETE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

TITLE: DELETE

6.1 TITLE
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 unchanged, or on an attachment with an address.

SIGNATURE: [Signature] REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)