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FILED
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 # F94000006208 (2)
 1. Corporation Name
HBGA, INC.



Principal Place of Business: **555 E. MAIN ST. 17TH FLOOR NORFOLK VA 23510 US**

Mailing Address: **P. O. BOX 2680 NORFOLK VA 23501-2680 US**

3. Date Incorporated or Qualified: **12/06/1994**

3a. Date of Last Report: **04/10/1996**

2. Principal Place of Business (21-24):
 21 Suite/Apt. #, etc.
 22 City & State
 23 Zip, Country
 24

2a. Mailing Address (25-28):
 25 Suite/Apt. #, etc.
 26 City & State
 27 Zip, Country
 28

4. FEI Number: **54-1738771**

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:
STONEBURNER, GRESHAM ESQ. 50 NORTH LAURA ST., STE. 3550 JACKSONVILLE FL 32202

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CP	<input type="checkbox"/> DELETE
NAME	SLONE, JORDAN E	
STREET ADDRESS	555 E. MAIN ST., 17TH FLOOR	
CITY - ST - ZIP	NORFOLK VA	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	CHILDERS, E. ROBERT	
STREET ADDRESS	555 E. MAIN ST., 17TH FLOOR	
CITY - ST - ZIP	NORFOLK VA	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	BANGEL, HERBERT K	
STREET ADDRESS	505 COURT ST.	
CITY - ST - ZIP	PORTSMOUTH VA 23705	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
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: *[Signature]* Date: **4-22-97** (757) 640-0800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)