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**Mar 26 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L34626 (6)
1. Corporation Name
MAKEFIELD ASSET MANAGEMENT INC.



Principal Place of Business 789 S. FEDERAL HWY 213 STURART FL 34994 US	Mailing Address 789 S. FEDERAL HWY 213 STURART FL 34994-2962 US
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3. Date Incorporated or Qualified 12/01/1989	3a. Date of Last Report 04/23/1996
4. FEI Number 65-0173164	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 STUART	28 STUART
24 Zip	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent

**HIXON, BARRY C.
789 S. FEDERAL HIGHWAY
STE 213
STUART FL 34994**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

FL

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 _____ (Type or print full name of registered agent and title, if applicable) (NOTE: Registered Agent's signature required when re-stating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	HIXON, BARRY C.	
STREET ADDRESS	789 S. FEDERAL HWY	
CITY, ST, ZIP	STUART FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
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

11 TITLE	EXECUTIVE VICE PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	DAVID W. MATTHEWS
13 STREET ADDRESS	789 S. FEDERAL HIGHWAY SUITE 213
14 CITY-ST-ZIP	STUART
21 TITLE	EXECUTIVE VICE-PRESIDENT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	DAVID W. MATTHEWS
23 STREET ADDRESS	789 S. FEDERAL HIGHWAY SUITE 213
24 CITY-ST-ZIP	STUART, FL 34994
31 TITLE	W.C. AVERY SR. V-P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	789 S. FEDERAL HIGHWAY SUITE 213
34 CITY-ST-ZIP	STUART, FL 34994
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
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)(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: *W.C. Avery* **W.C. AVERY** **SENIOR VICE PRESIDENT** **3-19-97** **561-220-2883**

SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)