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Jan 15 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 # 396861 (7)

1. Corporation Name COOPER'S FLOWERS & GREENHOUSES, INC.



Principal Place of Business 2630 EDGEWATER DR. ORLANDO FL 32804 Mailing Address 2630 EDGEWATER DR. ORLANDO FL 32804-4458

3. Date Incorporated or Qualified 03/06/1972 3a. Date of Last Report 01/22/1996 4. FEI Number 59-1395403 Applied For Not Applicable 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

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

9. Name and Address of Current Registered Agent

DELAND, WALTER M 2612 SHREWSBURY RD. ORLANDO FL 32803

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

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Each row contains fields for Title, Name, Street Address, City-ST-ZIP, and checkboxes for Delete, Change, and Addition.

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER DIRECTOR

Handwritten signature and date: Jan 7, 1997 407/841-2602

CR2E034 (9/96)