

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION
 ANNUAL REPORT
 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
 Oct 08 1998 8:00am
 Secretary of State

DOCUMENT # 400316 (6)
 1. Corporation Name: BERTHA'S NUTRITION SHOPPES, INC.



Principal Place of Business: 3802 W. NEPTUNE ST. TAMPA FL 33629
 Mailing Address: 3802 W. NEPTUNE ST. TAMPA FL 33629

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 04/02/1972
 4. FID Number: 59-1420549
 5. Certificate of Status Desired: [] \$8.75 Additional Fee Requested
 6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees
 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30: [] Yes [] No
 10. Name and Address of New Registered Agent

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

9. Name and Address of Current Registered Agent

LAYTON, JUD W.
 3802 W NEPTUNE ST
 TAMPA FL 33629

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 607.1506, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered officer or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. Thereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

SIGNATURE: 12. OFFICERS AND DIRECTORS

12. OFFICERS AND DIRECTORS
 11 TITLE: P
 NAME: LAYTON, J W
 STREET ADDRESS: 203 S BEVERLY AVE
 CITY STATE ZIP: TAMPA FL
 12 TITLE: T
 NAME: LAYTON, KATHLYN R
 STREET ADDRESS: 203 S BEVERLY AVE
 CITY STATE ZIP: TAMPA FL
 13 TITLE: VICE President
 NAME: Don Van Orden
 STREET ADDRESS: 4003 So. Westshore Blvd
 CITY STATE ZIP: Tampa, FL 33611
 14 TITLE: []
 NAME: []
 STREET ADDRESS: []
 CITY STATE ZIP: []

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 11 TITLE: [] Change [] Addition
 NAME: []
 STREET ADDRESS: []
 CITY STATE ZIP: []
 12 TITLE: [] Change [] Addition
 NAME: []
 STREET ADDRESS: []
 CITY STATE ZIP: []
 13 TITLE: [] Change [] Addition
 NAME: []
 STREET ADDRESS: []
 CITY STATE ZIP: []
 14 TITLE: [] Change [] Addition
 NAME: []
 STREET ADDRESS: []
 CITY STATE ZIP: []

14. I 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 indicates 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 Back 12 or Back 13 if changed, or on an attachment with an affidavit.

SIGNATURE:

Don Van Orden

9/30/98

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