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Secretary of State

PROFIT CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 524246 (6)

1. Corporation Name  
BRAEBURN, INC.



Principal Place of Business Mailing Address  
1 HAMILTON ST. S.  
POST OFFICE BOX 1120  
WATERDOWN, ONT. CAN. L0R 2H0

3. Date Incorporated or Qualified 01/21/1977  
3a. Date of Last Report 03/06/1996

2. Principal Place of Business 2a. Mailing Address  
21 1440 S. OCEAN BLVD 26  
Suite, Apt. #, etc. Suite, Apt. #, etc.  
22 14A 27  
City & State City & State  
23 POMPANO BEACH FLORIDA. 28  
Zip Country Zip Country  
24 33062 25 USA. 29 30

4. FEI Number NOT APPLICABLE 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

9. Name and Address of Current Registered Agent  
FRALEIGH, WILLIAM P.  
1440 S. OCEAN BLVD.  
14A  
POMPANO BEACH FL 33062

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS  
TITLE P  DELETE  
NAME FRALEIGH, WILLIAM P.  
STREET ADDRESS 265 MILL ST. S.  
CITY-ST-ZIP WATERDOWN, ONT, CANADA L0R-2H0  
TITLE ST  DELETE  
NAME DEMAINS, HELEN  
STREET ADDRESS 943 GLEN ACRES CT  
CITY-ST-ZIP BURLINGTON, ONT, CANADA L7T-3E1  
TITLE D  DELETE  
NAME FRALEIGH, DOREEN  
STREET ADDRESS 265 MILL ST. S.  
CITY-ST-ZIP WATERDOWN, ONT, CANADA L0R-2M0  
TITLE D  DELETE  
NAME FRALEIGH, GREGORY  
STREET ADDRESS 1878 CENTRE RD.  
CITY-ST-ZIP CARLISLE, ONT, CANADA L0R-1H0  
TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP  
TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
1.1 TITLE  Change  Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP  
2.1 TITLE  Change  Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP  
3.1 TITLE  Change  Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP  
4.1 TITLE  Change  Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP  
5.1 TITLE  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP  
6.1 TITLE  Change  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: *William P. Fraleigh*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
WILLIAM P. FRALEIGH

January 9/97 (905) 684-7341  
Date Daytime Phone #  
0628522

CR2E034 (9/96)