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Feb 19 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 # K22956 (2)

1. Corporation Name
RED BARN & YARD, INC.



Principal Place of Business: 1426-A SKKES ROAD, WEST PALM BEACH FL 33411 US
Mailing Address: 1426-A SKKES ROAD, WEST PALM BEACH FL 33411-2601 US

3. Date Incorporated or Qualified: 05/02/1988
3a. Date of Last Report: 07/24/1986

2. Principal Place of Business (21-23) and Mailing Address (2a-26) details including Suite, Apt. #, etc., City & State, Zip, and Country.

4. FEI Number: 65-0073110
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [X]

9. Name and Address of Current Registered Agent: DAY, WILLIE H., 1426-A SKKES ROAD, W PALM BEACH FL 33411

10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, and 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: Willie H. Day (with handwritten signature) DATE: 2-14/97

Table 12: OFFICERS AND DIRECTORS. Columns include Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox. Entry 1: DAY, WILLIE H., 6950 OKEECHOBEE BLVD, W PALM BEACH FL.

Table 13: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns include Title, Name, Street Address, City-ST-ZIP, and checkboxes for Change and Addition. Entry 1.1: 1426-A SKKES ROAD, WEST PALM BEACH, FL 33411-2601.

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: Willie H. Day (with handwritten signature) DATE: 2-14/97 DAYTIME PHONE #: 561 684-9248

CR2E034 (9/96)