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Jul 03 1997 8:00am
Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # N96000006111 (6)
1. Corporation Name

LOOK AT ME GROW, INC.



Principal Place of Business Mailing Address
8622 HARE AVENUE 8622 HARE AVENUE
JACKSONVILLE FL 32211 JACKSONVILLE FL 32211-9642

3. Date Incorporated or Qualified 11/25/1996 3a. Date of Last Report

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

4. FEI Number 59-3412890 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$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

10. Name and Address of New Registered Agent

WARD, ELIZABETH
8622 HARE AVENUE
JACKSONVILLE FL 32211

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 617.0502 and 617.1508, 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 617.0503, 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			
TITLE	PD	DELETE		1.1 TITLE	Change	Addition	
NAME	WARD, ELIZABETH B			1.2 NAME			
STREET ADDRESS	8622 HARE AVENUE			1.3 STREET ADDRESS			
CITY-ST-ZIP	JACKSONVILLE FL 32211			1.4 CITY-ST-ZIP			
TITLE	TD	DELETE		2.1 TITLE	Change	Addition	
NAME	WARD, AVERIL			2.2 NAME			
STREET ADDRESS	8622 HARE AVENUE			2.3 STREET ADDRESS			
CITY-ST-ZIP	JACKSONVILLE FL 32211			2.4 CITY-ST-ZIP			
TITLE	SD	DELETE		3.1 TITLE	Change	Addition	
NAME	BELL, CAROLYN			3.2 NAME			
STREET ADDRESS	763 WEST 7TH AVENUE			3.3 STREET ADDRESS			
CITY-ST-ZIP	TALLAHASSEE FL 32303			3.4 CITY-ST-ZIP			
TITLE		DELETE		4.1 TITLE	Change	Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETE		5.1 TITLE	Change	Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETE		6.1 TITLE	Change	Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E037 (9/96)