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Feb 12 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 # P93000088051 (6)

1. Corporation Name
HAPPY FISH, INC.



Principal Place of Business
~~360 FIFTH AVE. SOUTH~~
NAPLES FL 33940

Mailing Address
~~360 FIFTH AVE. SOUTH~~
NAPLES FL 34103-0634

3. Date incorporated or Qualified
12/20/1993

3a. Date of Last Report
05/01/1996

2. Principal Place of Business
21 Girardin Baldwin & Assoc. LLP

2a. Mailing Address
26 Girardin Baldwin & Assoc. LLP

4. FEI Number
65-0458756

Applied For
Not Applicable

22 Suite, Apt. #, etc.
5147 Castello Drive

27 Suite, Apt. #, etc.
5147 Castello Drive

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 City & State
Naples, FL

28 City & State
Naples, FL

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24 Zip
34103

25 Country
Collier

29 Zip
34103

30 Country
Collier

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

NICKEL, GUERIN M
360 FIFTH AVENUE SOUTH
#200
NAPLES FL 33940

81 Name
Robert P. DiBenedetto

82 Street Address (P.O. Box Number is Not Acceptable)
5147 Castello Drive

83

84 City
Naples, FL

85 Zip Code
34103

11. Pursuant to the provisions of Sections 607.0504 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent in both of 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: *Robert P. DiBenedetto* Robert P. DiBenedetto

DATE: 2/13/97

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE: DPST
NAME: BRUGGLER, JOSEF
STREET ADDRESS: RAINER STREET 23A,A-5310
CITY-ST-ZIP: MONDSEE AU

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE: DELETE

2.1 TITLE Change Addition

TITLE: DELETE

3.1 TITLE Change Addition

TITLE: DELETE

4.1 TITLE Change Addition

TITLE: DELETE

5.1 TITLE Change Addition

TITLE: DELETE

6.1 TITLE Change 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: *Josef Brugger* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-30-97 941-5918263

CR2E034 (9/96)