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May 07 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 # P96000056446 (3)
1. Corporation Name
RAINBOW GRASS INC.



Principal Place of Business: 17564 STATE RD #7 BOCA RATON FL 33498
Mailing Address: 17564 STATE RD #7 BOCA RATON FL 33498

3. Date Incorporated or Qualified: 07/01/1986
3a. Date of Last Report: [Blank]
4. FEI Number: 65-0734751
Applied For: [Blank] / Not Applicable
5. Certificate of Status Desired: [Blank] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: [Blank] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 [Blank] 22 [Blank] 23 [Blank] 24 [Blank] 25 [Blank]
2a. Mailing Address: 26 [Blank] 27 [Blank] 28 [Blank] 29 [Blank] 30 [Blank]

9. Name and Address of Current Registered Agent
PERRY, MARK A
17564 STATE RD #7
BOCA RATON FL 33498

10. Name and Address of New Registered Agent
81 Name: Thomas Plummer
82 Street Address (P.O. Box Number is Not Applicable): 17564 State Road 7
83 [Blank]
84 City: Boca Raton FL 85 Zip Code: 33498

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: Thomas Plummer - Secretary/Treasurer DATE: 4/30/97

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ALDERMAN, JAMES	
STREET ADDRESS	P O BOX 568 N/A	
CITY-ST-ZIP	DELRAY BEACH FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	PLUMMER, THOMAS	
STREET ADDRESS	17564 STATE RD #7	
CITY-ST-ZIP	BOCA RATON FL 33498	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BROWN, SCOTT	
STREET ADDRESS	P O BOX 568 N/A	
CITY-ST-ZIP	DELRAY BEACH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	PLUMMER, JEROME	
STREET ADDRESS	17564 STATE RD #7	
CITY-ST-ZIP	BOCA RATON FL 33498	
TITLE	[Blank]	<input type="checkbox"/> DELETE
NAME	[Blank]	
STREET ADDRESS	[Blank]	
CITY-ST-ZIP	[Blank]	
TITLE	[Blank]	<input type="checkbox"/> DELETE
NAME	[Blank]	
STREET ADDRESS	[Blank]	
CITY-ST-ZIP	[Blank]	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 on an attachment with an address.

SIGNATURE: [Signature] DATE: 4/30/97 DAYTIME PHONE #: 561-482-1401

CR2E034 (9/96)