

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 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
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DOCUMENT # P96000057966 (9)
 1. Corporation Name
PRO LABS INC.



Principal Place of Business 3601 CYPRESS GARDENS RD SUITE J WINTER HAVEN FL 33884	Mailing Address 3601 CYPRESS GARDENS RD SUITE J WINTER HAVEN FL 33884-2456
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3. Date Incorporated or Qualified 07/10/1996	3a. Date of Last Report None
4. FEI Number 59-3383937	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 500-A 10th Ave So.	2a. Mailing Address 26 500-A 10th Ave So.
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State St. Petersburg FL	28 City & State St. Petersburg FL
24 Zip 33701	25 Country USA
29 Zip 33701	30 Country USA

9. Name and Address of Current Registered Agent BAER, JO V 3601 CYPRESS GARDENS RD SUITE J WINTER HAVEN FL 33884	10. Name and Address of New Registered Agent <table border="1"> <tr><td>81 Name</td></tr> <tr><td>82 Street Address (P.O. Box Number is Not Acceptable) 500-A 10th Ave. South</td></tr> <tr><td>83</td></tr> <tr><td>84 City St. Petersburg</td></tr> <tr><td>85 Zip Code FL 33701</td></tr> </table>	81 Name	82 Street Address (P.O. Box Number is Not Acceptable) 500-A 10th Ave. South	83	84 City St. Petersburg	85 Zip Code FL 33701
81 Name						
82 Street Address (P.O. Box Number is Not Acceptable) 500-A 10th Ave. South						
83						
84 City St. Petersburg						
85 Zip Code FL 33701						

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P	<input type="checkbox"/> DELETE	1.1 TITLE Change	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BAER, JO V		1.2 NAME	
STREET ADDRESS 3601 CYPRESS GARDENS RD SUITE J		1.3 STREET ADDRESS 500-A 10th Ave. South	
CITY - ST - ZIP WINTER HAVEN FL 33884		1.4 CITY - ST - ZIP St. Petersburg FL 33701	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **JO V. BAER** 1/1/97 (941) 297-2130
 _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)