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**Apr 16 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 # 503002 (8)
1. Corporation Name
KEY WEST ALOE INC.



Principal Place of Business: 524 FRONT STREET, P O BOX 1079, KEY WEST FL 33041-1079 US
Mailing Address: 524 FRONT STREET, P O BOX 1079, KEY WEST FL 33041-1079 US

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-29) fields for Suite, City, State, Zip, and Country.

3. Date Incorporated or Qualified: 05/12/1976
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-1712189
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$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: ROMANO, FRANK N., 524 FRONT ST., KEY WEST FL 33040

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, State, and Zip Code.

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: _____ DATE: _____ (NOTE: Registered Agent Signature Required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	ST	<input type="checkbox"/> DELETE
NAME	CATES, HELEN M.	
STREET ADDRESS	1120 JOHNSON STREET	
CITY-STATE-ZIP	KEY WEST FL	
NAME	LISZKA, JOSEPH R.	
STREET ADDRESS	58 KEY HAVEN RD	
CITY-STATE-ZIP	KEY WEST, FL 00000	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	ROMANO, FRANK N.	
STREET ADDRESS	524 FRONT STREET	
CITY-STATE-ZIP	KEY WEST, FL 00000	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	SUCHOMEL, FRANK A. JR.	
STREET ADDRESS	WATERSIDE	
CITY-STATE-ZIP	ADAMANT, VT 00000	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

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-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-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)(c), 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: *Helen M. Cates* DATE: 4-10-97 215-29115690

CFR2E034 (9/96)