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Jun 18 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **840008** (7)

1. Corporation Name  
**GROWTH INSTITUTES, INC.**

Principal Place of Business <b>175 LOOKOUT PLACE ATE. 101 MAITLAND FL 32751</b>	Mailing Address <b>175 LOOKOUT PLACE ATE. 101 MAITLAND FL 32751-4494</b>
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/13/1978</b>		3a. Date of Last Report <b>05/01/1996</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>23-7105937</b>		Applied For		Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>			
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>			
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
<b>VOL. HILSHEIMER, GEORGE</b> <b>160 W. TROTTERS DR.</b> <b>MAITLAND FL 32751</b>				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>D VON HILSHEIMER, GEORGE</b>	1.2 NAME	
STREET ADDRESS	<b>160 W. TROTTERS DR.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MAITLAND FL 32751</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	
NAME	<b>P WARNER, JONNIE M</b>	2.2 NAME	
STREET ADDRESS	<b>1105 CHICHESTER ST</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ORLANDO FL 32803</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ST WOODWARD, JOHN</b>	3.2 NAME	
STREET ADDRESS	<b>6097 CROSSBOW LANE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PORT ORANGE FL 32124</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VP GILL, GREG</b>	4.2 NAME	<b>GILL, GREG</b>
STREET ADDRESS	<b>740 LINCOLN RD.</b>	4.3 STREET ADDRESS	<b>740 Lincoln Road</b>
CITY-ST-ZIP	<b>DELAND FL 32724</b>	4.4 CITY-ST-ZIP	<b>DeLand, FL 32724</b>
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>D FRIEND, TOMM</b>	5.2 NAME	
STREET ADDRESS	<b>2024 TURNBULL BAY RD.</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW SMYRNA FL 32168</b>	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>D MCCOY, ROBERT</b>	6.2 NAME	<b>VP McCoy, Robert</b>
STREET ADDRESS	<b>549 TURNPIKE RD.</b>	6.3 STREET ADDRESS	<b>549 Turnpike Rd.</b>
CITY-ST-ZIP	<b>GOLDEN VALLEY MN 55416</b>	6.4 CITY-ST-ZIP	<b>Golden Valley, MN 55416</b>

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.

SIGNATURE: \_\_\_\_\_  
 5/20/97 (4071)

CR2E037 (9/96)