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FILED
Jun 18 1997 8:00am
Secretary of State

NON-PROFIT CORPORATION ANNUAL REPORT 1997 	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 840008 (7)

1. Corporation Name
GROWTH INSTITUTES, INC.



Principal Place of Business 175 LOOKOUT PLACE ATE. 101 MAITLAND FL 32751	Mailing Address 175 LOOKOUT PLACE ATE. 101 MAITLAND FL 32751-4494
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3. Date Incorporated or Qualified 02/13/1978	3a. Date of Last Report 05/01/1996
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2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

4. FEI Number 23-7105937	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	

9. Name and Address of Current Registered Agent

**VOL. HILSHEIMER, GEORGE
160 W. TROTTERS DR.
MAITLAND FL 32751**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. State	FL
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	VON HILSHEIMER, GEORGE	
STREET ADDRESS	160 W. TROTTERS DR.	
CITY-ST-ZIP	MAITLAND FL 32751	
TITLE	P	<input type="checkbox"/> DELETE
NAME	WARNER, JONNIE M	
STREET ADDRESS	1105 CHICHESTER ST	
CITY-ST-ZIP	ORLANDO FL 32803	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	WOODWARD, JOHN	
STREET ADDRESS	6097 CROSSBOW LANE	
CITY-ST-ZIP	PORT ORANGE FL 32124	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GILL, GREG	
STREET ADDRESS	740 LINCOLN RD.	
CITY-ST-ZIP	DELAND FL 32724	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FRIEND, TOMM	
STREET ADDRESS	2024 TURNBULL BAY RD.	
CITY-ST-ZIP	NEW SMYRNA FL 32168	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCCOY, ROBERT	
STREET ADDRESS	549 TURNPIKE RD.	
CITY-ST-ZIP	GOLDEN VALLEY MN 55416	

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 0000221 7531 -- 8
1.4 CITY-ST-ZIP	-06/19/97--01106--002
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	*****61.25 *****61.25
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	D GILL, GREG
4.3 STREET ADDRESS	740 Lincoln Road
4.4 CITY-ST-ZIP	Deland, FL 32724
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	VP McCoy, Robert
6.3 STREET ADDRESS	549 Turnpike Rd.
6.4 CITY-ST-ZIP	Golden Valley, MN 55416

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: _____

CR2E037 (9/96)

5/20/97 (4071)