

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

FILED

May 15 1997 8:00am  
Secretary of State

|                                              |                                                                                   |                                                                                                                  |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|

**DOCUMENT # F93000004341 (4)**

1. Corporation Name  
**NOVAPET HOLDING CORP.**

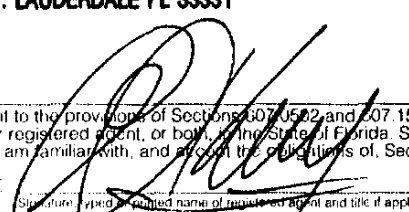
|                                                                                                    |                                                                                             |
|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>3300 CORPORATE AVENUE, SUITE 100<br/>FT. LAUDERDALE FL 33331</b> | Mailing Address<br><b>3300 CORPORATE AVENUE, SUITE 100<br/>FT. LAUDERDALE FL 33331-3504</b> |
|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|



|                                                                                  |  |                                                                       |  |                                                                                                                                                   |                                              |
|----------------------------------------------------------------------------------|--|-----------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business<br>21 <b>3665 Sw 30 Ave</b><br>Suite, Apt #, etc. |  | 2a. Mailing Address<br>26 <b>3665 SW 30 Ave</b><br>Suite, Apt #, etc. |  | 3. Date Incorporated or Qualified<br><b>09/24/1993</b>                                                                                            | 3a. Date of Last Report<br><b>05/01/1996</b> |
| 22 City & State<br><b>Ft.Lauderdale, FL</b>                                      |  | 27 City & State<br><b>Fort Lauderdale, FL</b>                         |  | 4. FEI Number<br><b>87-0423130</b>                                                                                                                | Applied For<br>Not Applicable                |
| 23 Zip<br><b>33312</b>                                                           |  | 28 Country<br><b>Broward</b>                                          |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                   |                                              |
| 24 Zip<br><b>33312</b>                                                           |  | 29 Country<br><b>Broward</b>                                          |  | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                |                                              |
| 25 Country<br><b>Broward</b>                                                     |  | 30 Country<br><b>Broward</b>                                          |  | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: <input type="checkbox"/> Yes <input type="checkbox"/> No |                                              |

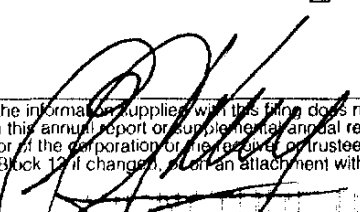
|                                                                                                                                            |  |                                                                                                                                                                                                                                              |  |
|--------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>RICATTI, JUAN C<br/>3300 CORPORATE AVENUE, SUITE 110<br/>FT. LAUDERDALE FL 33331</b> |  | 10. Name and Address of New Registered Agent<br>81 Name <b>Eduardo Klinger</b><br>82 Street Address (P.O. Box Number is Not Acceptable)<br><b>3665 SW 30 Ave</b><br>83<br>84 City <b>Ft.Lauderdale, F</b> <b>FL</b> 85 Zip Code <b>33312</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

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<br><b>D</b>                                         | <input checked="" type="checkbox"/> DELETE | 1.1 TITLE<br><b>C.O.O.</b>                            | <input type="checkbox"/> Addition       |
| NAME<br><b>DANZANSKY, RICHARD</b>                         |                                            | 1.2 NAME<br><b>Klinger, Eduardo</b>                   | <input checked="" type="checkbox"/> chg |
| STREET ADDRESS<br><b>3300 CORPORATE AVENUE, SUITE 110</b> |                                            | 1.3 STREET ADDRESS<br><b>3665 SW 30 Ave</b>           |                                         |
| CITY-ST-ZIP<br><b>FT. LAUDERDALE FL</b>                   |                                            | 1.4 CITY-ST-ZIP<br><b>Ft.Lauderdale, FL 33312</b>     |                                         |
| TITLE<br><b>DT</b>                                        | <input type="checkbox"/> DELETE            | 2.1 TITLE<br><b>President</b>                         | <input checked="" type="checkbox"/> add |
| NAME<br><b>KLINGER, ELY</b>                               |                                            | 2.2 NAME<br><b>Horowitz, Symcha</b>                   |                                         |
| STREET ADDRESS<br><b>3300 CORPORATE AVENUE #110</b>       |                                            | 2.3 STREET ADDRESS<br><b>3665 Sw 30 Ave</b>           |                                         |
| CITY-ST-ZIP<br><b>FT. LAUDERDALE FL</b>                   |                                            | 2.4 CITY-ST-ZIP<br><b>Ft.Lauderdale, FL 33312</b>     |                                         |
| TITLE<br><b>SD</b>                                        | <input checked="" type="checkbox"/> DELETE | 3.1 TITLE<br><b>Director</b>                          | <input checked="" type="checkbox"/> add |
| NAME<br><b>RICATTI, MONA</b>                              |                                            | 3.2 NAME<br><b>Gayer, Henry</b>                       |                                         |
| STREET ADDRESS<br><b>3300 CORPORATE AVENUE, SUITE 110</b> |                                            | 3.3 STREET ADDRESS<br><b>3665 SW 30 Ave</b>           |                                         |
| CITY-ST-ZIP<br><b>FT. LAUDERDALE FL</b>                   |                                            | 3.4 CITY-ST-ZIP<br><b>Ft.Lauderdale, FL 33312</b>     |                                         |
| TITLE<br><b>CD</b>                                        | <input checked="" type="checkbox"/> DELETE | 4.1 TITLE<br><b>Director</b>                          | <input checked="" type="checkbox"/> Chg |
| NAME<br><b>RICATTI, JUAN C</b>                            |                                            | 4.2 NAME<br><b>Dworkin, Sidney</b>                    |                                         |
| STREET ADDRESS<br><b>3300 CORPORATE AVENUE, SUITE 110</b> |                                            | 4.3 STREET ADDRESS<br><b>3665 SW 30 Ave</b>           |                                         |
| CITY-ST-ZIP<br><b>FT. LAUDERDALE FL 33331</b>             |                                            | 4.4 CITY-ST-ZIP<br><b>Ft.Lauderdale, F 33312</b>      |                                         |
| TITLE<br><b>D</b>                                         | <input type="checkbox"/> DELETE            | 5.1 TITLE                                             |                                         |
| NAME<br><b>DWORKIN, SIDNEY</b>                            |                                            | 5.2 NAME                                              |                                         |
| STREET ADDRESS<br><b>3300 CORPORATE AVENUE, SUITE 110</b> |                                            | 5.3 STREET ADDRESS                                    |                                         |
| CITY-ST-ZIP<br><b>FT. LAUDERDALE FL 33331</b>             |                                            | 5.4 CITY-ST-ZIP                                       |                                         |
| TITLE                                                     | <input type="checkbox"/> DELETE            | 6.1 TITLE                                             |                                         |
| 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 registered 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, with an attachment with an address.

SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)