


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

1.2

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

FILED

97 AUG 11 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F95000002227 (5)

1. Corporation Name
RIPLEY AQUARIUMS INC.



| | |
|--|--|
| Principal Place of Business 1800 - 1055 W. HASTINGS ST VANCOUVER, BC V6E 2H2 | Mailing Address 1800 - 1055 W. HASTINGS ST VANCOUVER, BC V6E 2H2 |
|--|--|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|------------------------|--|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 05/05/1995 | 3a. Date of Last Report 03/12/1996 |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 4. FEI Number APPLIED FOR 57-1026842 | | Applied For Not Applicable | |
| 22 City & State | 27 City & State | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| 23 Zip | 28 Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 24 Country | 25 Country | 29 Country | | 30 Country | |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | |
| FL | |

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 | D <input type="checkbox"/> DELETE | 1.1 TITLE | V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | GEER, P. NICHOLAS | 1.2 NAME | Sylvia Matiko |
| STREET ADDRESS | 537 EASTCOT RD | 1.3 STREET ADDRESS | 700-5728 Major Boulevard |
| CITY-ST-ZIP | W. VANCOUVER, BC V7S 1E5 | 1.4 CITY-ST-ZIP | Orlando, FL 32819 |
| TITLE | SD <input type="checkbox"/> DELETE | 2.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DESMARAIS, NICK | 2.2 NAME | |
| STREET ADDRESS | 2721 ALICE LAKE PLACE | 2.3 STREET ADDRESS | 2592 Belloc Street |
| CITY-ST-ZIP | COQUITLAM, BC V3Q 5W8 | 2.4 CITY-ST-ZIP | North Vancouver, BC, V7H 1J1 |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SHELLENBERG, DAVID | 3.2 NAME | 000002266700--0 |
| STREET ADDRESS | 2185 140A ST | 3.3 STREET ADDRESS | -08/14/97--01033--015 |
| CITY-ST-ZIP | SOUTH SURREY, BC V4A 0R8 | 3.4 CITY-ST-ZIP | ***165.00 ***165.00 |
| TITLE | P <input type="checkbox"/> DELETE | 4.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MASTERTON, ROBERT E | 4.2 NAME | |
| STREET ADDRESS | 10 WOLFOLK PLACE | 4.3 STREET ADDRESS | 700-5728 Major Boulevard |
| CITY-ST-ZIP | WHITBY, ONTARIO L1N 6Z2 | 4.4 CITY-ST-ZIP | Orlando, FL 32819 |
| TITLE | VT <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | DESKA, NORMAN F | 5.2 NAME | Controller |
| STREET ADDRESS | 5157 TIMBERVIEW TERR. | 5.3 STREET ADDRESS | 700-5728 Major Boulevard |
| CITY-ST-ZIP | ORLANDO FL 32819 | 5.4 CITY-ST-ZIP | Orlando, FL 32819 |
| TITLE | V <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | PATTISON, JIM JR | 6.2 NAME | |
| STREET ADDRESS | 700-5728 MAJOR BLVD. | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL 32819 | 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: _____ Desmarais July 23, 1997 (604) 688-6764

CR2E034 (4/97)



THE JIM PATTISON GROUP

CORPORATE OFFICE, 16TH FLOOR, 1055 WEST HASTINGS STREET, VANCOUVER, B.C. CANADA V6E 2H2 (604) 688-6764, FAX: (604) 687-2601

THE JIM PATTISON GROUP

Food Group

Overwaitea Foods
Save-On-Foods
Buy-Low Foods
Giant Foods
Shop n' Save
Associated Grocers
Canadian Fishing Company
Kanaway Seafoods

Sign Group

Neon Products
Claude Neon
Heath Northwest
Heath Oregon Sign

Out-Of-Home Media Group

Gould Outdoor Advertising
Hook Outdoor Advertising
MetroBus
Seaboard Advertising

Automotive Group

Jim Pattison Chevrolet Oldsmobile
Jim Pattison Lease
Jim Pattison Toyota - N. Vancouver
Jim Pattison Toyota - Surrey
Metro Lexus Toyota - Victoria
Metro Toyota - Duncan

The News Group

Canada
Alaska
Alabama
Florida
Georgia
N. Carolina
S. Carolina
Tennessee
Virginia

Communications/Entertainment

Ripley Entertainment
Ripley's Sea Aquarium
Guinness World of Records
Louis Tussaud's Waxworks
Beautiful British Columbia

Broadcast Group

CFJC-AM/CIFM-FM Radio
CFJC-TV
CKBD-AM/CJRR-FM Radio

Financial Services

Great Pacific Capital Corp.

Jim Pattison Developments Ltd.

GREAT PACIFIC ENTERPRISES INC.

Flexible Packaging Group

Continental Extrusion
Progressive Packaging
Strout Plastics

Food Service Packaging Group

Gehpak
Purity Packaging
Fibracon

Specialty Packaging Group

Montebello Packaging
Coroplast

WESTAR GROUP LTD.

Export Services

Westshore Terminals

PARTNERS IN PRIDE

July 24, 1997

VIA COURIER

Annual Reports Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sirs:

Re: Ripley Aquariums Inc.

We have received a second notice with respect to the filing of the Profit Corporation Annual Report of Ripley Aquariums Inc. (the "Company"). We previously forwarded the Annual Report to your office in February, 1997 for filing together with our cheque for \$165, a copy of both is enclosed. I have spoken with your office and was advised that in March, 1997 the Annual Report of the Company was returned to us to because question No. 4 was not completed yet we never received it.

Accordingly, we have completed the Annual Report again and enclose another cheque for \$165 in payment of the filing fee. As we sent in the Annual Report before the deadline the first time, we feel that the late filing fee is not applicable.

Please call if you have any questions.

Yours truly,

Sandra Thomson,
Legal Assistant

/st

Enclosures

2-2