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Apr 01 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 # F96000001874 (4)

1. Corporation Name
PRO-CHEM, INC.

Principal Place of Business
POST OFFICE BOX 374
LAUREL MS 39441

Mailing Address
POST OFFICE BOX 374
LAUREL MS 39441-0374



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/16/1996		3a. Date of Last Report	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 64-0825627		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		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent

CY CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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 607.0508, 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 obligation of, Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* (NOTE: Registered Agent signature required when reinstating) DATE: 3-15-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PC <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOYLES, MICHAEL J	12 NAME	
STREET ADDRESS	493 DEW MILLS ROAD	13 STREET ADDRESS	
CITY-ST-ZIP	WAYNESBORO MS 39367	14 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERTS, TOMMY E	22 NAME	
STREET ADDRESS	417 JIM PITTS ROAD	23 STREET ADDRESS	
CITY-ST-ZIP	WAYNESBORO MS 39367	24 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOYLES, CECIL	32 NAME	
STREET ADDRESS	244 DRE MILLS ROAD	33 STREET ADDRESS	
CITY-ST-ZIP	WAYNESBORO MS 39367	34 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERTS, EUGENE S	42 NAME	
STREET ADDRESS	61 EARL PITTS ROAD	43 STREET ADDRESS	
CITY-ST-ZIP	WAYNESBORO MS 39367	44 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: 3-15-97 (601) 699-0110

CR2E034 (9/96)