

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

FILED
Jul 22 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 # F96000003904 (7)

1. Corporation Name

INNOPET BRANDS CORP.

Principal Place of Business

1 E BROWARD BLVD #1100
FT LAUDERDALE FL 33301

Mailing Address

1 E BROWARD BLVD #1100
FT LAUDERDALE FL 33301

DO NOT WRITE IN THIS SPACE

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 3. Date Incorporated or Qualified 07/31/1996 | 3a. Date of Last Report |
| 4. FEI Number 65-0639984 | Applied For 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|------------------------|
| 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 | 30 |

9. Name and Address of Current Registered Agent

LEONHARDT, SUSAN A
1 E BROWARD BLVD #1100
FT LAUDERDALE FL 33301

10. Name and Address of New Registered Agent

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

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

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 | DCP | 1.1 TITLE | VAUGHN, DANA, DCU |
| NAME | DUKE, MARK | 1.2 NAME | 1 E BROWARD BLVD #1100 |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 1.3 STREET ADDRESS | FT LAUDERDALE FLA 33301 |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 1.4 CITY-ST-ZIP | |
| TITLE | V | 2.1 TITLE | DCU |
| NAME | DUKE, LINDA | 2.2 NAME | BIEBER, John |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 2.3 STREET ADDRESS | 1 E BROWARD BLVD #1100 |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 2.4 CITY-ST-ZIP | FT LAUDERDALE FLA 33301 |
| TITLE | DCU | 3.1 TITLE | |
| NAME | MASTERS, ALBERT A | 3.2 NAME | |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 3.4 CITY-ST-ZIP | |
| TITLE | DCU | 4.1 TITLE | |
| NAME | CHRISTENSEN, EDWIN H | 4.2 NAME | |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 4.4 CITY-ST-ZIP | |
| TITLE | VCFO | 5.1 TITLE | |
| NAME | HUNTER, ROBIN | 5.2 NAME | |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 5.4 CITY-ST-ZIP | |
| TITLE | S | 6.1 TITLE | |
| NAME | HUNTER, ROBIN | 6.2 NAME | |
| STREET ADDRESS | 1 E BROWARD BLVD #1100 | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT LAUDERDALE FL 33301 | 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

Marc Duke

CR2E034 (4/97)