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Mar 05 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mogham  
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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/31/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0639984	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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	JOEL FEINBERG	
82	Street Address (P.O. Box Number is Not Acceptable)	1 E. Broward Blvd., #1100	
83	City	Ft. Lauderdale	
84	Zip Code	FL 33301	

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 *Joel Feinberg* DATE 3/2/98  
Signature, typed or printed name of registered agent, and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCP	1.1 TITLE	VP, CFO, Secretary
NAME	DUKE, MARK	1.2 NAME	Michael L. Winer
STREET ADDRESS	1 E BROWARD BLVD #1100	1.3 STREET ADDRESS	1 E. Broward Blvd., #1100
CITY-ST-ZIP	FT LAUDERDALE FL 33301	1.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33301
TITLE	V	2.1 TITLE	VP, CMO
NAME	DUKE, LINDA	2.2 NAME	John Bieber
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, FL 33301
TITLE	DCV	3.1 TITLE	Director
NAME	MASTERS, ALBERT A	3.2 NAME	Curtis A. Granet
STREET ADDRESS	1 E BROWARD BLVD #1100	3.3 STREET ADDRESS	855 Avenue of the Americas
CITY-ST-ZIP	FT LAUDERDALE FL 33301	3.4 CITY-ST-ZIP	New York, NY 10001
TITLE	DCV	4.1 TITLE	Director
NAME	VAUGHN, DANA	4.2 NAME	Richard P. Greene
STREET ADDRESS	1 E BROWARD BLVD #1100	4.3 STREET ADDRESS	2455 Sunrise Blvd.
CITY-ST-ZIP	FT LAUDERDALE FL	4.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33304
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 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 *Joel Feinberg*

CR2E034 (10/97)