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Apr 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F96000005735 (3)**

1. Corporation Name
PRO GREENS, INC.

Principal Place of Business 27382 US HWY 19 N. CLEARWATER FL 34623	Mailing Address 27382 US HWY 19 N. CLEARWATER FL 34621-2853
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/04/1996	3a. Date of Last Report
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 88-0367027	Applied For <input type="checkbox"/> Not Applicable
23. Zip	24. Country	28. Zip	29. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

NEAL, A R ESQ
13577 FEATHER SOUND DR., #300
CLEARWATER FL 34622

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

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	PD	1.1 TITLE	PD
NAME	SEGAL, RICHARD J	1.2 NAME	Miller, Lawrence C.
STREET ADDRESS	5192 N. PARKWAY CALABASAS	1.3 STREET ADDRESS	27382 US Hwy 19 N.
CITY - ST - ZIP	CALABASAS CA 91302	1.4 CITY - ST - ZIP	Clearwater, FL 34621
TITLE	STD	2.1 TITLE	VPD
NAME	SEGAL, JUDITH A	2.2 NAME	Segal, Judith A.
STREET ADDRESS	5192 N. PARKWAY CALABASAS	2.3 STREET ADDRESS	5192 N. Parkway Calabasas
CITY - ST - ZIP	CALABASAS CA 91302	2.4 CITY - ST - ZIP	Calabasas, CA 91302
TITLE		3.1 TITLE	STD
NAME		3.2 NAME	Segal, Richard J.
STREET ADDRESS		3.3 STREET ADDRESS	5192 N. Parkway Calabasas
CITY - ST - ZIP		3.4 CITY - ST - ZIP	Calabasas, CA 91302
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		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 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:

Lawrence C. Miller

3/20/97 (800) 639-7731
(813) 796-3586

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)