

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 28 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 # F96000006759 (2)

1. Corporation Name
BIO-EARTH, INC.



Principal Place of Business 5233 MAUDELAYNE DR S. MOBILE AL 36693	Mailing Address 5233 MAUDELAYNE DR S. MOBILE AL 36693-4147
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2. Principal Place of Business 21 5228H Halls Mill Rd Suite, Apt. #, etc.	2a. Mailing Address 26 5228H Halls Mill Rd Suite, Apt. #, etc.
22 Mobile AL City & State	27 Mobile AL City & State
23 36619 Zip	28 36619 Zip
24 USA Country	29 USA Country

3. Date Incorporated or Qualified 12/24/1996	3a. Date of Last Report N/A until Oct 97
4. FEI Number 47-0743172	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	
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10. Name and Address of New Registered Agent	
81 Name Fred Traynham	
82 Street Address (P.O. Box Number is Not Acceptable) 179 Kings Way	
83	
84 City Royal Palm Beach	85 Zip Code FL 33411

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: **Bruce Keltner** **Fred Traynham** **4/4/97**
Signature typed or printed name of registered agent and one if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CP	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME KELTNER, BRUCE		1.2 NAME	
STREET ADDRESS 5233 MAUDELAYNE DR S.		1.3 STREET ADDRESS 2116 Woodhillcrest Dr.	
CITY-ST-ZIP MOBILE AL 36693		1.4 CITY-ST-ZIP Mobile, AL 36619	
TITLE VCV	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME KELTNER, CATHERINE		2.2 NAME	
STREET ADDRESS 5233 MAUDELAYNE DR S.		2.3 STREET ADDRESS 2116 Woodhillcrest Dr.	
CITY-ST-ZIP MOBILE AL 36693		2.4 CITY-ST-ZIP Mobile, AL 36619	
TITLE TD	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME TRAYNHAM, FRED		3.2 NAME	
STREET ADDRESS 3550 PGA BLVD, EMBASSY SUITE HOTEL		3.3 STREET ADDRESS 179 Kings Way	
CITY-ST-ZIP PALM BEACH GARDENS FL 36693		3.4 CITY-ST-ZIP Royal Palm Beach, FL 33411	
TITLE SD	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME TRAYNHAM, NANCY		4.2 NAME	
STREET ADDRESS 3550 PGA BLVD, EMBASSY SUITE HOTEL		4.3 STREET ADDRESS 179 Kings Way	
CITY-ST-ZIP PALM BEACH GARDENS FL 36693		4.4 CITY-ST-ZIP Royal Palm Beach, FL 33411	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: **Bruce Keltner** **4/4/97** **(334) 660-1445**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0011783

CR2E034 (9/96)