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Apr 28 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthahn  
Secretary of State  
DIVISION OF CORPORATIONS

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

3. Date Incorporated or Qualified: 12/24/1996  
3a. Date of Last Report: N/A until Oct 97

2. Principal Place of Business: 21 5228H Halls Mill Rd, 22, 23 Mobile AL, 24 36619, 25 USA  
2a. Mailing Address: 26 5228H Halls Mill Rd, 27, 28 Mobile AL, 29 36619, 30 USA

4. FEI Number: 47-0743172  
5. Certificate of Status Desired: \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION FL 33324

10. Name and Address of New Registered Agent: 81 Name: Fred Traynham, 82 Street Address: 179 Kings Way, 83, 84 City: Royal Palm Beach FL, 85 Zip Code: 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, DATE: 4/4/97

12. OFFICERS AND DIRECTORS		DELETED
TITLE	CP	<input type="checkbox"/>
NAME	KELTNER, BRUCE	
STREET ADDRESS	5233 MAUDELAYNE DR S.	
CITY-ST-ZIP	MOBILE AL 36693	
TITLE	VCV	<input type="checkbox"/>
NAME	KELTNER, CATHERINE	
STREET ADDRESS	5233 MAUDELAYNE DR S.	
CITY-ST-ZIP	MOBILE AL 36693	
TITLE	TD	<input type="checkbox"/>
NAME	TRAYNHAM, FRED	
STREET ADDRESS	3550 PGA BLVD, EMBASSY SUITE HOTEL	
CITY-ST-ZIP	PALM BEACH GARDENS FL 36893	
TITLE	SD	<input type="checkbox"/>
NAME	TRAYNHAM, NANCY	
STREET ADDRESS	3550 PGA BLVD, EMBASSY SUITE HOTEL	
CITY-ST-ZIP	PALM BEACH GARDENS FL 36893	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS	2116 Woodhillcrest Dr.		
1.4 CITY-ST-ZIP	Mobile, AL 36619		
2.1 TITLE		<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS	2116 Woodhillcrest Dr.		
2.4 CITY-ST-ZIP	Mobile, AL 36619		
3.1 TITLE		<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS	179 Kings Way		
3.4 CITY-ST-ZIP	Royal Palm Beach, FL 33411		
4.1 TITLE		<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS	179 Kings Way		
4.4 CITY-ST-ZIP	Royal Palm Beach, FL 33411		
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
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, DATE: 4/4/97, (334) 660-1445

CFR2E034 (9/96)