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May 01 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 # G61132 (8)

1. Corporation Name  
RARE EARTH INTERIORSKAPING, INC.

Principal Place of Business Mailing Address  
% PARRI & MCNICHOLS, P.A. % PARIS & MCNICHOLS, P.A.  
12851 114TH AVENUE 12851 114TH AVENUE  
LARGO FL 34641 LARGO FL 33774-4047  
US US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		09/26/1983		05/01/1996	
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Zip		28 Zip		59-2324553		Not Applicable	
24 Country		29 Country		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				10. Name and Address of New Registered Agent			
DAFONTE, RICHARD J. E 1000 BELCHER ROAD SOUTH SUITE 2 LARGO FL 34641				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]* (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	
NAME	PECK, ROBERT	1.2 NAME	
STREET ADDRESS	920 CLEARWATER-LARGO RD	1.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	1.4 CITY - ST - ZIP	
TITLE	S	2.1 TITLE	
NAME	PECK, SHIRLEY	2.2 NAME	
STREET ADDRESS	920 CLEARWATER-LARGO RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	CLEARWATER FL	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
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: *Shirley Peck* SECRETARY 4/25/97 813-596-3317  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)