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Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morthem Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # K16671 (5) 1. Corporation Name THE PET WATCHERS, INC.		



Principal Place of Business 1141 LANDMARK LANE CASSELBERRY FL 32707 US	Mailing Address POST OFFICE BOX 800 WINDERMERE FL 34786-0800 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 03/02/1988 4. FEI Number 59-2873040 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 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent KOLODZESKI, LARRY 1141 LANDMARK LANE CASSELBERRY FL 32707	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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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 _____ (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	DIRECTOR
NAME	KOLODZESKI, LARRY	1.2 NAME	KOLODZESKI, ROBERT
STREET ADDRESS	1141 LANDMARK LANE	1.3 STREET ADDRESS	1141 LANDMARK LN.
CITY-ST-ZIP	CASSELBERRY FL	1.4 CITY-ST-ZIP	CASSELBERRY, FL 32707
TITLE	D	2.1 TITLE	
NAME	KOLODZESKI, FLO	2.2 NAME	
STREET ADDRESS	1141 LANDMARK LANE	2.3 STREET ADDRESS	
CITY-ST-ZIP	CASSELBERRY 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 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: Larry Kolodzeski KOLODZESKI, LARRY April 15, 1998

CR2E034 (10/97)