FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # K56573

Corporation Name

LIQUID FILL, INC.

Principal Place of Business

Mailing Address

3. Date Incorporated or Qualified: 01/03/1989
3a. Date of Last Report: 03/28/95

2. Principal Place of Business
21 12385-D Automobile Blvd.
Suite, Apt. #, etc.
22 Suite D
City & State
23 Clearwater, FL 34622
Zip
24 34622
Country
25

2a. Mailing Address
26 13535 Feather Sound Dr.
Suite, Apt. #, etc.
27 Suite 400
City & State
28 Clearwater, FL
Zip
29 34622-5587
Country
30

4. FEI Number: 59-2925303 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired: xx — $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. 199.052, Florida Statutes [ ] Yes xx [ ] No

9. Name and Address of Current Registered Agent

McLeod, Philip A.
540 Fourth Street North
St. Petersburg, FL 33701

10. Name and Address of New Registered Agent
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 ______ DATE ______

12. OFFICERS AND DIRECTORS

TITLE	PSTD	[ ] DELETE
NAME	Santerre, Barry J.	
STREET ADDRESS	2217 Windsong Ct.	
CITY-ST-ZIP	Safety Harbor, FL 34695	
TITLE	D	[ ] DELETE
NAME	Perry, Anne	
STREET ADDRESS	14810 Rue de Bayonne #7B	
CITY-ST-ZIP	Clearwater, FL 34622	
TITLE	D	[ ] DELETE
NAME	Santerre, L. James	
STREET ADDRESS	14810 Rue de Bayonne #7B	
CITY-ST-ZIP	Clearwater, FL 34622	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS	Add	
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP	Add	
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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CR2E034 (12/95)

I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: ______
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Barry J. Santerre

Date 4/26/96
(813)578-4545