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Apr 21 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 # K74001 (4)
 1. Corporation Name
RESPIRATORY PHARMACEUTICALS, INC.



Principal Place of Business Mailing Address
8156 S ORANGE AVE #B **3156 S ORANGE AVE #B**
ORLANDO FL 32806 **ORLANDO FL 32806-8520**

| | | | | | |
|--------------------------------|---------|---------------------|---------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | 3a. Date of Last Report |
| 21 | | 26 | | 03/20/1989 | 01/30/1996 |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | Applied For |
| 22 | | 27 | | 59-2936576 | Not Applicable |
| City & State | | City & State | | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 23 | | 28 | | <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| Zip | Country | Zip | Country | 6. Election Campaign Financing Trust Fund Contribution | <input type="checkbox"/> |
| 24 | 25 | 29 | 30 | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

| | | | | | | | |
|--------------------------------------------------------------------------------------|--|--|--|----------------------------------------------|----------------------------------------------------|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| OSTNER, CHARLES F., JR. 6815 SEMINOLE DR ORLANDO FL 32812 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

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 re-registering) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE | DP <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | OSTNER, CHARLES F. JR | 1.2 NAME | |
| STREET ADDRESS | 6815 SEMINOLE DR | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 1.4 CITY-ST-ZIP | |
| TITLE | DST <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GRODSKI, WILLIAM J. | 2.2 NAME | |
| STREET ADDRESS | 1838 SENECA BLVD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | WINTER SPGS FL | 2.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | OSTNER, PATRICIA L. | 3.2 NAME | |
| STREET ADDRESS | 6815 SEMINOLE DR | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GRODSKI, JOAN C | 4.2 NAME | |
| STREET ADDRESS | 1838 SENECA BLVD | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | WINTER SPRINGS FL | 4.4 CITY-ST-ZIP | |
| 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: *William J Grodski* 4/15/97 (407) 857-7121

CR2E034 (9/96)