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Jan 28 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 # P29677 (2)
1. Corporation Name
EAGLE GROWTH SHARES, INC.



Principal Place of Business: % THE CORPORATION TRUST INCORPORATED 32 SOUTH STREET BALTIMORE MD 21202
Mailing Address: % THE CORPORATION TRUST INCORPORATED 32 SOUTH STREET BALTIMORE MD 21202-3214

3. Date Incorporated or Qualified: 06/05/1990
3a. Date of Last Report: 04/19/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City, State, Zip, and Country.
4. FEI Number: 13-2654171
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [x]

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324
10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and Zip Code (FL)

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 BAXTER, DONALD H. 1200 N FEDERAL HWY #424 BOCA RATON FL	1.1 TITLE	D Keogh, James 202 West Lyon Farm Road Greenwich, CT
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	V ROHE, RONALD F. 1200 N FEDERAL HWY #424 BOCA RATON FL	2.1 TITLE	D Utting, Robert A 1 Place Ville Marie, P.O. Box 6001 Montreal, Quebec
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	ST ROHE, RONALD F. 1200 N FEDERAL HWY #424 BOCA RATON FL	3.1 TITLE	D Parson, Donald P 666 3rd Avenue New York, NY
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	D MCARTHUR, KENNETH W. 302 BAY ST TORONTO ON	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	D MEYER, ROBERT L 25 GRIFFIN AVE/P O BOX 496 N/A BEDFORD HILLS NY	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	D FLAHERTY, THOMAS J 400 OCEAN RD #175 VERO BCH FL	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: Ronald F. Drake Vice President 1/21/97 561-395-2155
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)