

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

|                                              |                                                                                   |                                                                                                            |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT 1996</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br>Sandra B. Mortimer<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|

**DOCUMENT # P93000010754 (8)**

1. Corporation Name  
**EARTH WORKS, INC.**

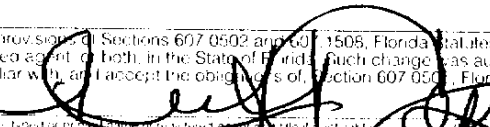
|                                                                                     |                                                                         |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Principal Place of Business<br><b>1401 SW 1ST AVENUE<br/>FT LAUDERDALE FL 33315</b> | Mailing Address<br><b>1401 SW 1ST AVENUE<br/>FT LAUDERDALE FL 33315</b> |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------|



|                                |                        |                                                                                                                                                  |                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    | 3. Date Incorporated or Qualified<br><b>02/05/1993</b>                                                                                           | 3a. Date of Last Report<br><b>01/30/1995</b> |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. | 4. FEI Number<br><b>65-0391524</b>                                                                                                               | Applied For<br>Not Applicable                |
| 22 City & State                | 27 City & State        | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                        | <b>\$8.75</b> Additional Fee Required        |
| 23 Zip                         | 28 Zip                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                               | <b>\$5.00</b> May Be Added to Fees           |
| 24 Country                     | 29 Country             | 8. This corporation has liability for intangible tax under s. 190.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |                                              |

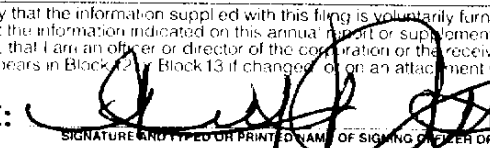
|                                                                                                                                                           |                                                                                                                                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9. Name and Address of Current Registered Agent</b><br><b>KLEIN, MITCHELL ESQ.</b><br><b>821 W HALLANDALE BEACH BLVD</b><br><b>HALLANDALE FL 33009</b> | <b>10. Name and Address of New Registered Agent</b><br>81 Name <b>COURNOYER, MICHAEL</b><br>82 Street Address (P.O. Box Number is Not Acceptable)<br><b>4901 SW 73 AVE</b><br>83 City<br><b>DAVE</b><br>84 City<br><b>DAVE</b><br>85 Zip Code<br><b>FL 33314</b> |
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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 I accept the obligations of, Section 607.0503, Florida Statutes.

SIGNATURE:  **7/29/96**

|                                   |                        |                                                              |  |
|-----------------------------------|------------------------|--------------------------------------------------------------|--|
| <b>12. OFFICERS AND DIRECTORS</b> |                        | <b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b> |  |
| TITLE                             | PVT                    | 1.1 TITLE                                                    |  |
| NAME                              | COURNOYER, MICHAEL     | 1.2 NAME                                                     |  |
| STREET ADDRESS                    | 1401 SW 1ST AVENUE     | 1.3 STREET ADDRESS                                           |  |
| CITY-ST-ZIP                       | FT LAUDERDALE FL 33315 | 1.4 CITY-ST-ZIP                                              |  |
| TITLE                             |                        | 2.1 TITLE                                                    |  |
| NAME                              |                        | 2.2 NAME                                                     |  |
| STREET ADDRESS                    |                        | 2.3 STREET ADDRESS                                           |  |
| CITY-ST-ZIP                       |                        | 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 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **1/21/96 834321-9222**

CR2E034 (3/96)