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FILED
 Aug 26 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P93000025167 (6)

1. Corporation Name
 THE FRUIT STAND, INC.



Principal Place of Business: 4180 NW 106 AVE, CORAL SPRINGS FL 33065, US
 Mailing Address: 4180 NW 106 AVE, CORAL SPRINGS FL 33065-2328, US

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-30)
 Suite, Apt. #, etc. (22, 27)
 City & State (23, 28)
 Zip (24, 29) Country (25, 30)

3. Date Incorporated or Qualified: 03/31/1993
 3a. Date of Last Report: 05/01/1996
 4. FEI Number: 65-0400890
 5. Certificate of Status Desired: \$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. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
 MCGONIGLE, JAMES T
 6221 BANYAN TERR
 PLANTATION FL 33317

10. Name and Address of New Registered Agent (81-84)
 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS
 1.1 TITLE: DP DELETE
 1.2 NAME: SMITH, ROSWELL
 1.3 STREET ADDRESS: 4180 NW 106 AVE
 1.4 CITY-ST-ZIP: CORAL SPRINGS FL
 2.1 TITLE: SEC DELETE
 2.2 NAME: SMITH BARBARA
 2.3 STREET ADDRESS: 4180 NW 106 AVE
 2.4 CITY-ST-ZIP: CORAL SPRINGS FL
 3.1 TITLE: DELETE
 3.2 NAME:
 3.3 STREET ADDRESS:
 3.4 CITY-ST-ZIP:
 4.1 TITLE: DELETE
 4.2 NAME:
 4.3 STREET ADDRESS:
 4.4 CITY-ST-ZIP:
 5.1 TITLE: DELETE
 5.2 NAME:
 5.3 STREET ADDRESS:
 5.4 CITY-ST-ZIP:
 6.1 TITLE: DELETE
 6.2 NAME:
 6.3 STREET ADDRESS:
 6.4 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:
 2.4 CITY-ST-ZIP:
 3.1 TITLE: Change Addition
 3.2 NAME:
 3.3 STREET ADDRESS:
 3.4 CITY-ST-ZIP:
 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:

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.

CR2E034 (9/96)

8-5-97