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 # P 93000086448

1. Corporation Name

PETCARE EXPRESS, INC.

Principal Place of Business	Mailing Address
11762 N. KENDALL DR. STE 224 MIAMI FL 33186	11762 N. KENDALL DR. STE 224 MIAMI FL 33186

3. Date Incorporated or Qualified: 12/16/1993
3a. Date of Last Report: 4/5/95

2. Principal Place of Business
21 11762 N. KENDALL DR.
22 Suite Apt # etc: STE 224
23 City & State: MIAMI FL
24 Zip: 33186
25 Country: USA

2a. Mailing Address
26 11762 N. KENDALL DR.
27 Suite Apt # etc: STE 224
28 City & State: MIAMI FL
29 Zip: 33186
30 Country: USA

4. FEI Number: 65-0454992 (Applied For / Not Applicable)

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 [X] No

9. Name and Address of Current Registered Agent

LEFEVRE BERNARD
13724 N. KENDALL DR. STE 176
MIAMI FL 33186

10. Name and Address of New Registered Agent

81 Name: LEFEVRE BERNARD
82 Street Address (P.O. Box Number is Not Acceptable): 11762 N. KENDALL DR. STE 224
83
84 City: MIAMI FL 85 Zip Code: 33186

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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY ST ZIP	P LEFEVRE BERNARD 13724 N. KENDALL DR STE 176 MIAMI FL 33186	[ ] DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY ST ZIP	P LEFEVRE BERNARD 11762 N. KENDALL DR. STE 224 MIAMI FL 33186	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY ST ZIP	T JONES JERRY 101 S. GULFSTREAM AVE #15-J SARASOTA FL	[ ] DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY ST ZIP	T JONES JERRY 102 CHURCH STREET BLACK MOUNTAIN NC 28711	[X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY ST ZIP		[ ] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY ST ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY ST ZIP		[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY ST ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY ST ZIP		[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY ST ZIP	200001915892 -08/08/96--01013--026 ***225.00	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY ST ZIP		[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY ST ZIP		[ ] Change [ ] Addition

CR2E034 (12/95)

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)(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: _____ BERNARD LEFEVRE 7/29/96 (305) 743 2647
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Area Code & Daytime Phone #