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Mar 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000007636 (1)

1. Corporation Name
WHISPER ABRASIVES, INC.



Principal Place of Business 12003 49TH ST N CLEARWATER FL 34622 US	Mailing Address 12003 49TH ST N SUITE-884 CLEARWATER FL 34622-4328 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 01/21/1994 3a. Date of Last Report 04/25/1996 4. FEI Number 59-3218766 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
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9. Name and Address of Current Registered Agent LOGAN, MARGARET E. 1915 BAY STREET N.E. ST. PETERSBURG FL 33704	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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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 accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(Sign in respective printed name of registered agent and fee if applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
STREET ADDRESS	1915 BAY STREET N.E.	1.3 STREET ADDRESS	
CITY, ST, ZIP	ST. PETERSBURG FL 33704	1.4 CITY - ST - ZIP	
TITLE	NAME	2.1 TITLE	2.2 NAME
STREET ADDRESS		2.3 STREET ADDRESS	
CITY, ST, ZIP		2.4 CITY - ST - ZIP	
TITLE	NAME	3.1 TITLE	3.2 NAME
STREET ADDRESS		3.3 STREET ADDRESS	
CITY, ST, ZIP		3.4 CITY - ST - ZIP	
TITLE	NAME	4.1 TITLE	4.2 NAME
STREET ADDRESS		4.3 STREET ADDRESS	
CITY, ST, ZIP		4.4 CITY - ST - ZIP	
TITLE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS		5.3 STREET ADDRESS	
CITY, ST, ZIP		5.4 CITY - ST - ZIP	
TITLE	NAME	6.1 TITLE	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: Margaret E. Logan
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date _____ Daytime Phone # _____

CR2E034 (9/96)