NAME

STREET ADDRESS

CITY-ST-2H

**FILED** FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00 May 08 1998 8:00am FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT #

1. Corporation Name P94000026380 (3) AER-VERT, INC. Principal Place of Business Mailing Address 3645 SW BIMINI CIR 3645 SW BIMINI CIR PALM CITY FL 34990 PALM CITY FL 34990 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 04/04/1994 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 65-0482362 21 Not Applicable 26 Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Country This corporation owes or has paid the current year Intangible 24 26 29 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 FRANK, RONALD D 3645 SW BIMINI CIR 82 Street Address (P.O. Box Number is Not Acceptable) PALM CITY FL 34990 83 84 City 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 Signature, typed or printed name of registered egent and title if applicable (NOTE: Registered Agent signature required when reinstating) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE Change Addition TITLE 1.1 TITLE FRANK, RONALD D NAME 1.2 NAME 3645 SW BIMINI CIR STREET ADDRESS 1.3 STREET ADDRESS PALM CITY FL 34990 CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE Change Addition TITLE 21 TITLE FRANK, JANICE A NAME 2.2 NAME 3645 SW BIMINI CIR STREET ADDRESS 2.3 STREET ADDRESS PALM CITY FL 34990 CITY-ST-ZIP 2.4 CITY-ST-ZIP DELETE Change Addition 31 TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4 CITY-ST-ZIP DELETE 4.1 TITLE Change Addition TITLE NAME 4. 2 NAME 4.3 STREET ADDRESS STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZWP DELETE Change Addition TITLE 5.1 TITLE NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition TITLE 61 TITLE

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14. I 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 JANUCE A. FRANK 4-28-98 561-200-0709 SIGNATURÉ:

6.2 NAME

6.3 STREET ADDRESS 6.4 CITY - ST - 21P