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May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P94000052649 (8)

1. Corporation Name
MARCELLA PET SYSTEMS, INC.



Principal Place of Business
400 POINCIANA DR.
HALLANDALE FL 33009

Mailing Address
400 POINCIANA DR.
HALLANDALE FL 33009-8538

3. Date Incorporated or Qualified: 07/15/1994
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number: 65-0507248
Applied For: Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired: \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

23 Zip Country

28 Zip Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

D'ANGELO, JOSEPH P DR.
400 POINCIANA DR.
HALLANDALE FL 33009

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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D/P	<input type="checkbox"/> DELETE
NAME	HEICHBERGER, MARGARET	
STREET ADDRESS	400 POINCIANA DR.	
CITY-ST-ZIP	HALLANDALE FL 33009	
TITLE	S/D	<input type="checkbox"/> DELETE
NAME	DAWN, APICELLA	
STREET ADDRESS	20 NW 181ST STREET	
CITY-ST-ZIP	MIAMI FL 33169	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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.

SIGNATURE: *Margaret M. Heichberger*

4-20-97 305-770-1141

CR2E034 (9/96)