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May 09 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P94000080918 (3)

1. Corporation Name
AQUA-TOYS, INC.



Principal Place of Business Mailing Address
C/O KB HOLDINGS / 647 E. DANIA BCH BLVD C/O KB HOLDINGS / 647 E. DANIA BCH BLVD
DANIA FL 33004 DANIA FL 33004

3. Date Incorporated or Qualified 11/01/1994 3a. Date of Last Report 04/29/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	65-0535448	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing	\$5.00 May Be Added to Fees
24 Country	29 Country	6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No

9. Name and Address of Current Registered Agent

WAGNER, JOAN S
C/O KB HOLDINGS
647 EAST DANIA BEACH BOULEVARD
DANIA FL 33004

10. Name and Address of New Registered Agent

81 Name Wagner, J.
82 Street Address (P.O. Box Number is Not Acceptable)
83 647 E. DANIA BEACH BOULEVARD
84 City Dania, Florida 33004
85 Zip Code FL

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] (NOTE: Registered Agent signature required when reinstating) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP BOULIS, GUS	1.1 TITLE	Change Addition
NAME	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	1.2 NAME	
STREET ADDRESS	DANIA FL 33004	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VP BARRIOS, SAM	2.1 TITLE	Change Addition
NAME	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	2.2 NAME	
STREET ADDRESS	DANIA FL 33004	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S HREN, MARGARET	3.1 TITLE	Change Addition
NAME	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	3.2 NAME	
STREET ADDRESS	DANIA FL 33004	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	T BARRIOS, DENIS	4.1 TITLE	Change Addition
NAME	C/O KB HOLDINGS / 647 E. DANIA BCH BLVD	4.2 NAME	
STREET ADDRESS	DANIA FL 33004	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0518705

CR2E034 (9/96)