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Apr 25 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 # P96000005779 (9)

1. Corporation Name

FANCY FRESH SEAFOOD, INC.

Principal Place of Business

Mailing Address

14501 GULF BLVD
MADEIRA BEACH FL 33708

14501 GULF BLVD
MADEIRA BEACH FL 33708-2147

3. Date Incorporated or Qualified
01/19/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 Suite Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

HOLTON, JAMES W ESQ.
14501 GULF BLVD
MADEIRA BEACH FL 33708

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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME HOLTON, JAMES W
STREET ADDRESS 14501 GULF BLVD
CITY-ST-ZIP MADEIRA BEACH FL 33708

1.1 TITLE D/S
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE P/D
2.2 NAME SPAETH, ROBERT A.
2.3 STREET ADDRESS 13417 GULF LANE
2.4 CITY-ST-ZIP MADEIRA BEACH, FL 33708

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE VP/D
3.2 NAME NASTARI, SAMUEL E.
3.3 STREET ADDRESS 555 150th Avenue
3.4 CITY-ST-ZIP Madeira Beach, FL 33708

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Robert A. Spaeth, President
4/21/97

813-398-2692
Daytime Phone #

0576162

CR2E034 (9/96)