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May 15 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 # P96000017882 (7)
1. Corporation Name
PRODUCT INNOVATIONS INTERNATIONAL, INC.



Principal Place of Business
**739 N. PINELLAS AVE.
TARPON SPRINGS FL 34689**

Mailing Address
**739 N. PINELLAS AVE.
TARPON SPRINGS FL 34689-3345**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/26/1996	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59 - 3365250	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
JOHNSON, DAVID P 739 N. PINELLAS AVE. TARPON SPRINGS FL 34689				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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. (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	PRESIDENT
NAME	LUNDBERG, VINCENT JAMES	1.2 NAME	PETER GRIFFIN
STREET ADDRESS	739 N. PINELLAS AVE.	1.3 STREET ADDRESS	300 S FLORIDA AVE APT 400
CITY-ST-ZIP	TARPON SPRINGS FL 34689	1.4 CITY-ST-ZIP	TARPON SPRINGS FL 34689
TITLE		2.1 TITLE	VICE PRESIDENT.
NAME		2.2 NAME	VINCENT JAMES LUNDBERG
STREET ADDRESS		2.3 STREET ADDRESS	739 N. PINELLAS AVE
CITY-ST-ZIP		2.4 CITY-ST-ZIP	TARPON SPRINGS FL 34689
TITLE		3.1 TITLE	VOLKER WENZEL VICE PRESIDENT
NAME		3.2 NAME	VOLKER WENZEL
STREET ADDRESS		3.3 STREET ADDRESS	2504 PINETTA COURT
CITY-ST-ZIP		3.4 CITY-ST-ZIP	HOLIDAY FL 34691
TITLE		4.1 TITLE	DIRECTOR
NAME		4.2 NAME	PAUL CAMPBELL
STREET ADDRESS		4.3 STREET ADDRESS	300 S. FLORIDA AVENUE, APT 600L.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	TARPON SPRINGS, FL. 34689.
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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]* PETER GRIFFIN ALL 01 07 012 027 010

CR2E034 (9/96)