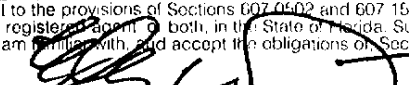
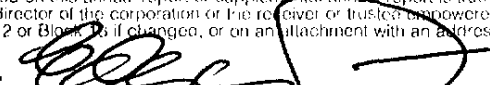


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
May 01 1997 8:00am  
Secretary of State

| PROFIT CORPORATION<br>ANNUAL REPORT<br>1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Morham<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                      |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| DOCUMENT # P96000031978<br>1. Corporation Name <b>Palm Breeders Inc</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| Principal Place of Business<br><b>15313 Citrus Grove Blvd<br/>Lox FL 33470</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | Mailing Address                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br><b>Lox</b><br>23 Zip<br><b>33470</b><br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br><b>Lox</b><br>28 Zip<br><b>33470</b><br>29 Country                                                                                                                                                                                                                                                                                      |  |
| 9. Name and Address of Current Registered Agent<br><b>Edgar Torres<br/>5074 Fearnley Rd<br/>Lake Worth FL 33467</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b><br>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 in 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.<br>SIGNATURE  4/28/97<br>Signature, typed or printed name of registered agent and title of individual (NOTE: Registered Agent signature required when reinstating) |  |                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 12. OFFICERS AND DIRECTORS<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br><b>President<br/>Lana Orel<br/>15313 Citrus Grove Blvd<br/>Lox FL 33470</b><br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br><b>Vice President<br/>Edgar Torres<br/>5074 Fearnley Road<br/>Lake Worth FL 33467</b><br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP                                                                                                                                                                                                                                                          |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12<br>1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP<br>2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP<br>3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP<br>4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP<br>5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP<br>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.                                                                               |  | 000002164860<br>-05/05/97--01002--036<br>***165.00                                                                                                                                                                                                                                                                                                                                                          |  |
| SIGNATURE: <br>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 4/28/97 561-235-3600<br>Date Day of Month                                                                                                                                                                                                                                                                                                                                                                   |  |

CR2E034 (9/96)