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PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000045111 (7)

Corporation Name
 AIR RESEARCH DIFFUSER PRODUCTS, INC.



Principal Place of Business: 34931 US 19 N. SUITE 200 PALM HARBOR FL 34684
 Mailing Address: 34931 US 19 N. SUITE 200 PALM HARBOR FL 34684-1923

3. Date Incorporated or Qualified: 05/28/1996
 3a. Date of Last Report: [Blank]
 4. FEI Number: 59-3390749
 Applied For: Not Applicable
 5. Certificate of Status Desired: [] \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [X] Yes [] No

2. Principal Place of Business: Suite, Apt. #, etc. [Blank]
 2a. Mailing Address: Suite, Apt. #, etc. [Blank]
 22. City & State: [Blank]
 27. City & State: [Blank]
 23. Zip: [Blank] Country: [Blank]
 29. Zip: [Blank] 30. Country: [Blank]

9. Name and Address of Current Registered Agent
 LENTZ, H JAMES
 35111 US 19 N, SUITE 302
 PALM HARBOR FL 34684

10. Name and Address of New Registered Agent
 81. Name: Donald J. Schumacher
 82. Street Address (P.O. Box Number is Not Acceptable): 34931 U.S. 19 North, Suite 200
 83. [Blank]
 84. City: Palm Harbor FL 85. Zip Code: 34684

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: *Donald J. Schumacher* Donald J. Schumacher 3/6/97
 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
 TITLE: PDST [] DELETE
 NAME: SCHUMACHER, DONALD J
 STREET ADDRESS: 34931 US 19 N, SUITE 200
 CITY-ST-ZIP: PALM HARBOR FL 34684
 [Blank rows for other officers]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE: [] Change [] Addition
 1.2 NAME: [Blank]
 1.3 STREET ADDRESS: [Blank]
 1.4 CITY-ST-ZIP: [Blank]
 2.1 TITLE: [] Change [] Addition
 2.2 NAME: [Blank]
 2.3 STREET ADDRESS: [Blank]
 2.4 CITY-ST-ZIP: [Blank]
 3.1 TITLE: [] Change [] Addition
 3.2 NAME: [Blank]
 3.3 STREET ADDRESS: [Blank]
 3.4 CITY-ST-ZIP: [Blank]
 4.1 TITLE: [] Change [] Addition
 4.2 NAME: [Blank]
 4.3 STREET ADDRESS: [Blank]
 4.4 CITY-ST-ZIP: [Blank]
 5.1 TITLE: [] Change [] Addition
 5.2 NAME: [Blank]
 5.3 STREET ADDRESS: [Blank]
 5.4 CITY-ST-ZIP: [Blank]
 6.1 TITLE: [] Change [] Addition
 6.2 NAME: [Blank]
 6.3 STREET ADDRESS: [Blank]
 6.4 CITY-ST-ZIP: [Blank]

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 in an attachment with an address.

CR2E034 (9/96)