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Jan 28 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 # P96000054468 (9)

1. Corporation Name
ATLANTIC EARTH MATERIALS, INC.



Principal Place of Business: 2185 WEST KING STREET COCOA FL 32926
Mailing Address: 2185 WEST KING STREET COCOA FL 32926-5131

3. Date Incorporated or Qualified: 06/25/1996
3a. Date of Last Report: 6-25-96
4. FEI Number: 59-3385289
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: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
MOORE, SUSAN G
2185 WEST KING STREET
COCOA FL 32926

10. Name and Address of New Registered Agent
81 Name: SUSAN GRIFFIN
82 Street Address (P.O. Box Number is Not Acceptable): 2185 W. King Street
83
84 City: COCOA FL 85 Zip Code: 32926

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: Susan S. Griffin (typed) / SUSAN S. GRIFFIN (printed) / 1-22-97 (date)
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE: D	NAME: MOORE, SUSAN G	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS: 2023 INDIAN RIVER DRIVE	CITY-ST-ZIP: COCOA FL 32922	
TITLE: D	NAME: MOORE, LILA	<input type="checkbox"/> DELETE
STREET ADDRESS: 318 LUCERNE DRIVE	CITY-ST-ZIP: COCOA FL 32922	
TITLE:	NAME:	<input type="checkbox"/> DELETE
STREET ADDRESS:	CITY-ST-ZIP:	
TITLE:	NAME:	<input type="checkbox"/> DELETE
STREET ADDRESS:	CITY-ST-ZIP:	
TITLE:	NAME:	<input type="checkbox"/> DELETE
STREET ADDRESS:	CITY-ST-ZIP:	
TITLE:	NAME:	<input type="checkbox"/> DELETE
STREET ADDRESS:	CITY-ST-ZIP:	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME: SUSAN GRIFFIN	
1.3 STREET ADDRESS: 2023 INDIAN R. DRIVE	
1.4 CITY-ST-ZIP: COCOA, FL 32922	
2.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME:	
2.3 STREET ADDRESS:	
2.4 CITY-ST-ZIP:	
3.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME:	
3.3 STREET ADDRESS:	
3.4 CITY-ST-ZIP:	
4.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME:	
4.3 STREET ADDRESS:	
4.4 CITY-ST-ZIP:	
5.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME:	
5.3 STREET ADDRESS:	
5.4 CITY-ST-ZIP:	
6.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: Susan S. Griffin (typed) / SUSAN S. GRIFFIN (printed) / 1-22-97 (date) / 407-639-4902 (daytime phone #)

CR2E034 (9/96)