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Mar 21 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 # P96000058941 (1)

1. Corporation Name

NATURAL SPONGES OF KEY WEST, INC.

Principal Place of Business

Mailing Address

P.O. BOX 810
KEY WEST FL 33041

P.O. BOX 810
KEY WEST FL 33041-0810

3. Date Incorporated or Qualified

07/15/1996

3a. Date of Last Report

N/A

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

REGAN, EDWARD
1816 ATLANTIC BLVD.
SUITE 15
KEY WEST FL 33040

10. Name and Address of New Registered Agent

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

Edward J. Regan

(NOTE: Registered Agent signature required when reinstating)

EDWARD J. REGAN

11/10/97

DATE

12. OFFICERS AND DIRECTORS

1.1

NAME

1.2 STREET ADDRESS

1.3 CITY - ST - ZIP

1.4

NAME

1.5 STREET ADDRESS

1.6 CITY - ST - ZIP

1.7

NAME

1.8 STREET ADDRESS

1.9 CITY - ST - ZIP

1.10

NAME

1.11 STREET ADDRESS

1.12 CITY - ST - ZIP

1.13

NAME

1.14 STREET ADDRESS

1.15 CITY - ST - ZIP

1.16

NAME

1.17 STREET ADDRESS

1.18 CITY - ST - ZIP

1.19

NAME

1.20 STREET ADDRESS

1.21 CITY - ST - ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY - ST - ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY - ST - ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY - ST - ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY - ST - ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 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 contained 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:

Edward J. Regan
EDWARD J. REGAN
PRESIDENT

EDWARD J. REGAN
PRESIDENT

11/10/97

305-296-8269

CR2E034 (9/96)