

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

FILED

Mar 31 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # Pa6000089572 1. Corporation Name: DOWN TO EARTH DISTRIBUTION, INC			
Principal Place of Business: 2300 Palm Beach LAKES BLVD WEST Palm Beach, FL 33409		Mailing Address: Suite 207B USA	
DO NOT WRITE IN THIS SPACE			
2. Principal Place of Business 21 SAME 22 Suite, Apt. #, etc. 23 City & State 24 Zip Country USA		3. Date Incorporated or Qualified Nov - 1996 4. FEI Number 65-0696006 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent AL Jerome 2300 Palm Bch LAKES BLD Suite 207B WPRS FL 33409		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: [Signature] CEO DATE: 3-10-98			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE President <input type="checkbox"/> DELETE NAME CHRISTOPHER BELL STREET ADDRESS PO Box 1401 CITY-ST-ZIP LAKE WORTH, FL 33460		11 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP	
TITLE CEO <input type="checkbox"/> DELETE NAME DR AL JEROME STREET ADDRESS 2801 EMBASSY DR. CITY-ST-ZIP W. Palm Beach, FL 33401		21 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP	
TITLE Treasurer/Secretary <input type="checkbox"/> DELETE NAME DR. Fred Blumenfeld STREET ADDRESS 6 TARRINGTON CIRCLE CITY-ST-ZIP PALM BEACH GARDENS, FL 33418		31 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		41 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		51 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP	
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP		61 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP	
14. I 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] CEO DATE: 3-10-98 561-684-0711			

CR2E034 (10/97)