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Mar 27 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 # S56598 (3)

1. Corporation Name
AEROPRO, INC.



Principal Place of Business
**1520 PINE ISLAND RD
 MERRITT ISLAND FL 32953**

Mailing Address
**1520 PINE ISLAND RD
 MERRITT ISLAND FL 32953-6811**

3. Date Incorporated or Qualified 05/22/1991	3a. Date of Last Report 07/03/1996
4. FEI Number 59-3076481	Applied For Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent
COOK, CHRISTOPHER A.
1520 PINE ISLAND RD
MERRITT ISLAND FL 32953

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P. O. Box Number is Not Acceptable)
83.
84. City
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 _____ (NOTE: Registered Agent's signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DT	<input type="checkbox"/> DELETE
NAME	COOK, CHRISTOPHER A.	
STREET ADDRESS	1520 PINE ISLAND RD	
CITY-STATE-ZIP	MERRITT ISLAND FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COOK, ELAINE J.	
STREET ADDRESS	1520 PINE ISLAND RD	
CITY-STATE-ZIP	MERRITT ISLAND FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-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: *Christopher A. Cook* **Christopher A. Cook** 3/26/97 861-3218

CR2E034 (9/96)