

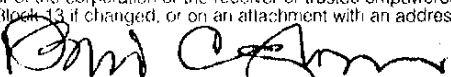


FILED

Jan 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		Jan 23 1997 8:00am Secretary of State	
DOCUMENT # V38446 (3)					
1. Corporation Name WORTHINGTON KENNELS, INC.					
Principal Place of Business P. O. BOX 76 HIGHWAY 26 PUTNAM FL 32185 US		Mailing Address P.O. BOX 104 ODESSA FL 33556-0104 US			
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/21/1992	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		3a. Date of Last Report 04/08/1996	
22 City & State		27 City & State		4. FEI Number 59-3123156	
23 Zip		28 Zip		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Country		29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent DENNIS C. GLOVER 16553 HUTCHINSIN RD ODESSA FL 33556				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 _____ DATE _____ <small>Signature typed or printed name of registered agent and fee, if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
12.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP DVP CAPLE, PAUL T. 3720 QUAIL FOREST DR. TARPON SPRINGS FL			13.1 TITLE 13.2 NAME 13.3 STREET ADDRESS 13.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
12.2 TITLE NAME STREET ADDRESS CITY-ST-ZIP PSTD GLOVER, DENNIS C. 16553 HUTCHINSON RD. ODESSA FL			13.2 TITLE 13.2 NAME 13.2 STREET ADDRESS 13.2 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
12.3 TITLE NAME STREET ADDRESS CITY-ST-ZIP			13.3 TITLE 13.3 NAME 13.3 STREET ADDRESS 13.3 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
12.4 TITLE NAME STREET ADDRESS CITY-ST-ZIP			13.4 TITLE 13.4 NAME 13.4 STREET ADDRESS 13.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
12.5 TITLE NAME STREET ADDRESS CITY-ST-ZIP			13.5 TITLE 13.5 NAME 13.5 STREET ADDRESS 13.5 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
12.6 TITLE NAME STREET ADDRESS CITY-ST-ZIP			13.6 TITLE 13.6 NAME 13.6 STREET ADDRESS 13.6 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
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:  1-17-97 (813) 970-3126 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>					

CB2E034 (9/96)