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Apr 15 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 # F96000001274 (7)

1. Corporation Name
K 2 DESIGN GROUP, INC.



Principal Place of Business: 350 FIFTH AVE., S., #B NAPLES FL 33940
Mailing Address: 350 FIFTH AVE., S., #B NAPLES FL 34102-6524

3. Date Incorporated or Qualified: 03/08/1996
3a. Date of Last Report

2. Principal Place of Business: 4475 CORPORATE SQUARE, Suite, Apt. #, etc. NAPLES, FL 34104, USA
2a. Mailing Address: 4475 CORPORATE SQUARE, Suite, Apt. #, etc. NAPLES, FL 34104, USA

4. FEI Number: 65-0557414
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

9. Name and Address of Current Registered Agent: MCFALL, MARK W, 1375 JACKSON ST., #201 FT MYERS FL 33901

10. Name and Address of New Registered Agent: JENNY CARTER, 4475 CORPORATE SQUARE, NAPLES, FL 34104

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: JENNY L. CARTER DATE: 4.10.97

12. OFFICERS AND DIRECTORS

TITLE	PO	NAME	KEEGAN CARTER, JENNY L	STREET ADDRESS	350 FIFTH AVE., S., #B	CITY-ST-ZIP	NAPLES FL 33940	<input type="checkbox"/> DELETE
TITLE	VD	NAME	CARTER, MARK W	STREET ADDRESS	350 FIFTH AVE., S., #B	CITY-ST-ZIP	NAPLES FL 33940	<input type="checkbox"/> DELETE
TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE		NAME	KEEGAN CARTER, JENNY L	STREET ADDRESS	1520 BONITA LAKE	CITY-ST-ZIP	NAPLES, FL 34102	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		NAME	CARTER, MARK W	STREET ADDRESS	1525 BONITA LAKE	CITY-ST-ZIP	NAPLES, FL 34102	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		NAME		STREET ADDRESS		CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		NAME		STREET ADDRESS		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 its 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 in an amendment with an address.

SIGNATURE: JENNY L. CARTER DATE: 4.10.97 941.261.2100

CR2E034 (9/96)