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FILED
May 08 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 # G08251 (2)
 1. Corporation Name
BENET STORE, INC.



Principal Place of Business Mailing Address
C/O MARLA F PENNINGTON **C/O MARLA F PENNINGTON**
62 ST GEORGE ST **62 ST GEORGE ST**
ST AUGUSTINE FL 32084 **ST AUGUSTINE FL 32084-3641**

3. Date Incorporated or Qualified **11/15/1982** 3a. Date of Last Report **04/23/1996**
 4. FEI Number **59-2243487** Applied For Not Applicable
 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

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 25 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent
PENNINGTON, MARLA F
62 ST GEORGE ST
ST AUGUSTINE, FL
32084

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENNINGTON, MARLA F	1.2 NAME	
STREET ADDRESS	103 DOLPHIN DR	1.3 STREET ADDRESS	
CITY- ST- ZIP	ST AUGUSTINE FL	1.4 CITY- ST- ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KILLINGSWORTH, BETTY B	2.2 NAME	
STREET ADDRESS	RFD 5 BOX 38G	2.3 STREET ADDRESS	
CITY- ST- ZIP	ST AUGUSTINE FL	2.4 CITY- ST- ZIP	
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENNINGTON, JAMES	3.2 NAME	
STREET ADDRESS	103 DOLPHIN DR	3.3 STREET ADDRESS	
CITY- ST- ZIP	ST AUGUSTINE FL	3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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 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]* 5/1/97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)