

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

FILED

Jan 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K37908 (6)

1. Corporation Name
FOTO JUNCTION, INC.



Principal Place of Business % D. DONALD SMITH 1301 99TH ST. BAY HARBOR ISLANDS FL 33154	Mailing Address % D. DONALD SMITH 1301 99TH ST. BAY HARBOR ISLANDS FL 33154-1103
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3. Date Incorporated or Qualified 10/10/1988	3a. Date of Last Report 04/25/1996
4. FEI Number NOT APPLICABLE	Applied For <input type="checkbox"/> 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	

2. Principal Place of Business 21. Suite, Apt #, etc. 22. City & State 23. Zip Country 24.	2a. Mailing Address 26. Suite, Apt #, etc. 27. City & State 28. Zip Country 29.
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9. Name and Address of Current Registered Agent
**SMITH, D. DONALD
 1301 99TH ST.
 BAY HARBOR ISLAND FL 33154**

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

TITLE	SD	<input type="checkbox"/> DELETE
NAME	SMITH, D. DONALD	
STREET ADDRESS	1301 99TH ST. BAY HARBOR ISLAND FL	
CITY - ST - ZIP		
TITLE	D	<input type="checkbox"/> DELETE
NAME	HECHT, LAWRENCE S.	
STREET ADDRESS	1301 99TH ST. BAY HARBOR ISLAND FL	
CITY - ST - ZIP		
TITLE	PO	<input type="checkbox"/> DELETE
NAME	BLANK, CY	
STREET ADDRESS	1301 99TH ST. BAY HARBOR ISLAND FL	
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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 - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *D. Donald Smith* **JAN 6, 1997 305-865-5406**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)