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FILED

Feb 21 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 # **L34774** (4)
1. Corporation Name
1-800-DUTY FREE, INC.



Principal Place of Business
**1110 BRICKELL AVE
7TH FL
MIAMI FL 33131
US**

Mailing Address
**1110 BRICKELL AVE.
7TH FL
MIAMI FL 33131-3132
US**

3. Date Incorporated or Qualified
12/05/1989

3a. Date of Last Report
04/09/1996

4. FEI Number
65-0215989

Applied For
 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

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip 30 Country

9. Name and Address of Current Registered Agent
**LEVINE, ROBERT J.
1110 BRICKELL AVE.
7TH FL.
MIAMI FL 33131**

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
FL

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 DELETE

NAME **P KLEPACH, BERNARD**

STREET ADDRESS **1424 S. BISCAYNE POINT R**

CITY - ST - ZIP **MIAMI BEACH FL**

TITLE DELETE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY - ST - ZIP

21 TITLE Change Addition

22 NAME

23 STREET ADDRESS

24 CITY - ST - ZIP

31 TITLE Change Addition

32 NAME

33 STREET ADDRESS

34 CITY - ST - ZIP

41 TITLE Change Addition

42 NAME

43 STREET ADDRESS

44 CITY - ST - ZIP

51 TITLE Change Addition

52 NAME

53 STREET ADDRESS

54 CITY - ST - ZIP

61 TITLE Change Addition

62 NAME

63 STREET ADDRESS

64 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: _____ DATE: **2-14-97**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CP2E034 (9/96)