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FILED
May 13 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 # M02989 (5)
1. Corporation Name
CARES SEWING CENTERS, INC.



Principal Place of Business: 207 NORTH MIAMI AVE. MIAMI FL 33128
Mailing Address: 207 NORTH MIAMI AVE. MIAMI FL 33128-1827

3. Date Incorporated or Qualified: 07/20/1984
3a. Date of Last Report: 07/05/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-fields for Suite, City & State, Zip, and Country.
4. FEI Number: 59-2426547
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: EDUARTEZ, JOSE C., 207 N. MIAMI AVE., MIAMI BEACH FL
10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, State (FL), and 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 REQUEJO, MRS. CARMEN | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 4708 ALTON ROAD | 1.2 NAME | |
| STREET ADDRESS | MIAMI BEACH FL | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | |
| TITLE | VD EDUARTEZ, ESTELA J. | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 1500 NE 13 PL. | 2.2 NAME | |
| STREET ADDRESS | MIAMI BEACH FL | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | SD RAMOS, CARMEN M. | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 2040 ALTON RD. | 3.2 NAME | |
| STREET ADDRESS | MIAMI BCH. FL | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | TD EDUARTEZ, JOSE C. | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | 1500 NE 13 PL. | 4.2 NAME | |
| STREET ADDRESS | MIAMI BEACH FL | 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: *JOSE E. DUARTEZ* (201) 304-1771

CR2E034 (9/96)