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Mar 10 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 # M23693 (8)

1. Corporation Name:
BY DESIGN JEWELERS, INC.



Principal Place of Business: **297 MIRACLE MILE CORAL GABLES FL 33134**
 Mailing Address: **297 MIRACLE MILE CORAL GABLES FL 33134-5907**

3. Date Incorporated or Qualified: **11/21/1985**
 3a. Date of Last Report: **04/08/1996**
 4. FEI Number: **59-2612232**
 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, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
LOPEZ, GAYE V.
297 MIRACLE MILE
CORAL GABLES FL 33134

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	P	<input type="checkbox"/> DELETE
NAME	LOPEZ, GAYE V.	
STREET ADDRESS	297 MIRACLE MILE	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
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	PRESIDENT	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GAYE V LOPEZ-LUACES	
1.3 STREET ADDRESS	297 MIRACLE MILE	
1.4 CITY-ST-ZIP	CORAL GABLES FLA. 33134	
2.1 TITLE	SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	TARA L. LOPEZ	
2.3 STREET ADDRESS	297 MIRACLE MILE	
2.4 CITY-ST-ZIP	CORAL GABLES, FLA. 33134	
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		
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		
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 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; it appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Gaye V Lopez-Luaces* **1/10/97**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **GAYE V. LOPEZ-LUACES**

CR2E034 (9/96)