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FILED
Mar 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morfitt
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P94000016995 (0)
 1. Corporation Name
LAKE BUENA VISTA FACTORY STORES, INC.



Principal Place of Business
**1725 UNIVERSITY DRIVE
 STE. 450
 CORAL SPRINGS FL 33071**

Mailing Address
**1725 UNIVERSITY DRIVE
 STE. 450
 CORAL SPRINGS FL 33071-6053**

3. Date Incorporated or Qualified **03/03/1994** 3a. Date of Last Report **06/19/1996**

4. FET Number **65-0509025** 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 Country

25. Zip Country

26. Suite, Apt. #, etc.

27. City & State

28. Zip Country

29. Zip Country

30. Zip Country

9. Name and Address of Current Registered Agent
**SHERRIN, JEFF
 1725 UNIVERSITY DRIVE
 STE. 450
 CORAL SPRINGS FL 33071**

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's signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D SHERRIN, JEFF	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHERRIN, JEFF	1.2 NAME	
STREET ADDRESS	1725 UNIVERSITY DRIVE STE. 450	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	1.4 CITY-ST-ZIP	
TITLE	P SUTTON, SAM	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SUTTON, SAM	2.2 NAME	
STREET ADDRESS	1725 UNIVERSITY DRIVE, STE. 450	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL	2.4 CITY-ST-ZIP	
TITLE	D SUTTON, ROBERT	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SUTTON, ROBERT	3.2 NAME	
STREET ADDRESS	1725 UNIVERSITY DRIVE #450	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL	3.4 CITY-ST-ZIP	
TITLE	D VONSTMAN, BERT	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VONSTMAN, BERT	4.2 NAME	
STREET ADDRESS	1725 UNIVERSITY DRIVE #50	4.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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	

Director
VONSTMAN, BERT
 1725 UNIVERSITY DRIVE, Suite 400
 CORAL SPRINGS, FLA 33071

Director
Tennold Kaystiff
 1725 UNIVERSITY DRIVE, Suite 450
 CORAL SPRINGS, FLA 33071

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 _____

CR2E034 (9/96)

[Handwritten Signature] 4/01
 11-196 954-155-7003