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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Moxham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000026858 (8)
 1. Corporation Name
A.P.P. FASHIONS, INC.

Principal Place of Business Mailing Address
**540 N.W. 28th. STREET
 MIAMI, FL. 33127**

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country

3. Date Incorporated or Qualified 04/04/1994	3a. Date of Last Report 05/25/1997
4. FEI Number 65-0495247	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	

9. Name and Address of Current Registered Agent
**CHAVEZ, GILDA M. ESQ.
 4960 S.W. 72nd. AVE.
 SUITE 403
 MIAMI, FL. 33155**

10. Name and Address of New Registered Agent

81 Name	LOIDA LEMUS
82 Street Address (P.O. Box Number is Not Acceptable)	6431 S.W. 106th. AVE.
83	
84 City	MIAMI
85 State	FL
86 Code	33173

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 Loida Lemus DATE 9/3/97

12. OFFICERS AND DIRECTORS

TITLE	PD. <input checked="" type="checkbox"/> DELETE
NAME	MENESES, ABILIO A.
STREET ADDRESS	6431 S.W. 106th. AVE.
CITY-ST-ZIP	MIAMI FL. 33173
TITLE	VD. <input type="checkbox"/> DELETE
NAME	SIMON, JOSE A.
STREET ADDRESS	540 N..W. 28th.ST.
CITY-ST-ZIP	MIAMI, FL. 33127
TITLE	S. <input type="checkbox"/> DELETE
NAME	SANTANA, MARIA T.
STREET ADDRESS	540 N.W. 28th.ST. MIA, FL. 33127
CITY-ST-ZIP	MIAMI, FL. 33127
TITLE	T <input checked="" type="checkbox"/> DELETE
NAME	MENESES, LYDIA
STREET ADDRESS	6431 S.W. 106th.AV.MIA, FL.
CITY-ST-ZIP	MIAMI, FL. 33173
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	PD. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GISBERT, NOELIA
1.3 STREET ADDRESS	6775 S.W. 103 CT.
1.4 CITY-ST-ZIP	MIAMI, FL. 33173
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	4000002296014--6
2.3 STREET ADDRESS	-09/17/97--01098--002
2.4 CITY-ST-ZIP	*****61.25 *****61.25
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	T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	GISBERT, NOELIA
4.3 STREET ADDRESS	6775 S.W. 103th.CT.
4.4 CITY-ST-ZIP	MIAMI, FL. 33173
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	

A. Alan
9/12/97

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: [Signature] DATE: 9/3/97 (305) 576-0730

CR2E034 (9/96)