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**Jan 16 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 # P94000062873 (2)

1. Corporation Name
GOODFRIEND ENTERPRISES, INC.



Principal Place of Business: 14255 HWY 1 SUITE 276 JUNEO BEACH FL 33408 US

Mailing Address: 14255 HWY 1 SUITE 276 JUNEO BEACH FL 33408-1405 US

3. Date Incorporated or Qualified: 08/22/1994

3a. Date of Last Report: 02/27/1996

4. FEI Number: 52-1626219

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: 13861 Rivoli Drive, Suite #, etc.

2a. Mailing Address: 13861 Rivoli Drive, Suite #, etc.

22. City & State: PALM BEACH GARDENS, FL

27. City & State: PALM BEACH GARDENS, FL

24. Zip: 33410, Country: US

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9. Name and Address of Current Registered Agent: GOODFRIEND, ROBERT S, 1225 HWY #1 SUITE 276 JUNEO BEACH FL 33408

10. Name and Address of New Registered Agent

81 Name: Goodfriend, Robert S

82 Street Address (P.O. Box Number is Not Acceptable): 13861 Rivoli Drive

84 City: Palm Beach Gardens, FL

85 Zip Code: 33410

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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: Robert S. Goodfriend

DATE: 1/7/97

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GOODFRIEND, ROBERT S	
STREET ADDRESS	14255 HWY 1, STE 276	
CITY-ST-ZIP	JUNEO BEACH FL	
TITLE	PT	<input type="checkbox"/> DELETE
NAME	GOODFRIEND, ROBERTS	
STREET ADDRESS	14255 HWY 1, STE 276	
CITY-ST-ZIP	JUNO BEACH FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GOODFRIEND, ROBIN F.	
STREET ADDRESS	14255 HWY 1, STE 276	
CITY-ST-ZIP	JUNO BEACH FL	
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	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GOODFRIEND, ROBERT S.	
1.3 STREET ADDRESS	13861 RIVOLI DR	
1.4 CITY-ST-ZIP	PALM BEACH GARDENS FL 33410	
2.1 TITLE	PT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	GOODFRIEND, ROBERT S.	
2.3 STREET ADDRESS	13861 RIVOLI DR	
2.4 CITY-ST-ZIP	PALM BEACH GARDENS FL 33410	
3.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	GOODFRIEND, ROBIN F.	
3.3 STREET ADDRESS	13861 RIVOLI DR.	
3.4 CITY-ST-ZIP	PALM BEACH GARDENS FL 33410	
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		<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		

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: Robert S. Goodfriend

DATE: 1/7/97

PHONE: (561) 626 6905

CR2E034 (9/96)