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**Apr 21 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 # P95000068125 (0)
1. Corporation Name
BUCHWALD JEWELERS, INC.



Principal Place of Business: **36 N.E. 1ST ST., STE. 123 MIAMI FL 33132**
Mailing Address: **36 N.E. 1ST ST., STE. 123 MIAMI FL 33132-2423**

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 25	29 30

3. Date Incorporated or Qualified 09/05/1995	3a. Date of Last Report 04/11/1996
4. FEI Number 65-0607167	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**BUCHWALD, ROBERT
36 N.E. 1ST ST., STE. 123
MIAMI FL 33132**

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHWALD, ROBERT	1.2 NAME	
STREET ADDRESS	36 N.E. 1ST ST., STE. 123	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33132	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHWALD, JEFFREY	2.2 NAME	
STREET ADDRESS	36 N.E. 1ST ST., STE. 123	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33132	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCHWALD, MARC	3.2 NAME	
STREET ADDRESS	36 N.E. 1ST ST., STE. 123	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33132	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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		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 in an attachment with an address.

SIGNATURE _____ DATE _____

CR2E034 (9/96)