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May 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 # P96000040767 (1)

1. Corporation Name
CLEOPATRA EXOTICS, INC.

Principal Place of Business	Mailing Address
332 W. BOYNTON BEACH BLD. STE 4 BOYNTON BEACH FL 33435	332 W. BOYNTON BEACH BLD. STE 4 BOYNTON BEACH FL 33435

3. Date Incorporated or Qualified: 05/06/1996
3a. Date of Last Report:

2. Principal Place of Business
21 835 Bentwater Circle
Suite, Apt. #, etc.
22 #201
City & State
23 Naples, FL
Zip 24 34108 Country 25

2a. Mailing Address
26 835 Bentwater Circle
Suite, Apt. #, etc.
27 #201
City & State
28 Naples, FL
Zip 29 34108 Country 30

4. FEI Number: 65-0664963 ☐ 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

9. Name and Address of Current Registered Agent

BROWN, LINDA
332 W. BOYNTON BEACH BLD. STE 4
BOYNTON BEACH FL 33435

10. Name and Address of New Registered Agent

81 Name: M. Anthony
82 Street Address (P.O. Box Number is Not Acceptable)
83 835 Bentwater Circle #201
84 City: Naples FL 85 Zip Code: 34108

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: M Anthony — 4/30/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ANTHONY, MARK 225 PARK AVENU STE 211 NEW YORK NY 10169	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D POPE, DOMINICK ← please note spelling 225 PARK AVENU STE 211 NEW YORK NY 10169	☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	☐ Change ☐ Addition

CR2E034 (9/96)

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: Dominick Pope — Pope, Dominick — 4/30/97 — 212-288-3786