

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jun 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000067295 (1)
 1. Corporation Name
MERCHANDISING RESOURCES, INC.



Principal Place of Business 2311 THOMAS STREET HOLLYWOOD FL 33020	Mailing Address 2311 THOMAS STREET HOLLYWOOD FL 33020-2038
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/13/1996	3a. Date of Last Report
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	4. FEI Number 65-0701032	Applied For Not Applicable
25	26	27	28	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
29	30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
29		30		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				10. Name and Address of New Registered Agent			
BLODIG, GREGORY J ESQUIRE GREENSPOON, MARDER, HIRSCHFELD, RAFKIN 100 WEST CYPRESS CREEK ROAD, SUITE 700 FT. LAUDERDALE FL 33309				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SCHWARTZ, LARRY			1.2 NAME	Schwartz, Larry		
STREET ADDRESS	2311 THOMAS STREET			1.3 STREET ADDRESS			
CITY-ST-ZIP	HOLLYWOOD FL 33020			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SCHWARTZ, ADELE			2.2 NAME	Schwartz, Adele		
STREET ADDRESS	2311 THOMAS STREET			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOLLYWOOD FL 33020			2.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SCHWARTZ, JAMES			3.2 NAME	Schwartz, James		
STREET ADDRESS	2311 THOMAS STREET			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOLLYWOOD FL 33020			3.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	COHEN, JOANN			4.2 NAME			
STREET ADDRESS	2311 THOMAS STREET			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOLLYWOOD FL 33020			4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		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		<input type="checkbox"/> DELETE		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 on an attachment with an address.

SIGNATURE _____ **4-2897 954922-2800**

CR2E034 (9/96)