

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

FILED
May 05, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000077386

1. Corporation Name
THE FALLS TOBACCONIST, INC.



Principal Place of Business 4850 REGENCY COURT BOCA RATON FL 33434	Mailing Address 4850 REGENCY COURT BOCA RATON FL 33434
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	8888 S.W. 136 th Street	26	7200 W. Camino Real	09/17/1996	
Suite, Apt. #, etc. #435		Suite, Apt. #, etc. Suite 302		4. FEI Number 65-0700488	
City & State Miami, FL		City & State Boca Raton, FL		Applied For Not Applicable	
Zip 33176		Zip 33433		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Country		Country		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent				
MANSFIELD, GARY N 5008 N FEDERAL HIGHWAY LIGHTHOUSE POINT FL 33064				81	Name			Terry, Eugene L
				82	Street Address (P.O. Box Number is Not Acceptable)			17759 Lake Estates
				83	City			Boca Raton
				84	City			Boca Raton
				85	Zip Code			33496

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: *[Signature]* DATE: 4/28/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COO	1.1 TITLE	C
NAME	WOLK, JOEL	1.2 NAME	Terry, Eugene
STREET ADDRESS	5008 N FEDERAL HWY	1.3 STREET ADDRESS	17759 Lake Estates
CITY-ST-ZIP	LIGHTHOUSE POINT FL 33064	1.4 CITY-ST-ZIP	Boca Raton, FL 33496
TITLE	DS	2.1 TITLE	D
NAME	MANSFIELD, GARY N	2.2 NAME	Blum, Harold
STREET ADDRESS	5008 N FEDERAL HWY	2.3 STREET ADDRESS	2555 Davie Rd, Suite 110
CITY-ST-ZIP	LIGHTHOUSE POINT FL 33064	2.4 CITY-ST-ZIP	Pr. Carderole, FL 33317
TITLE	V	3.1 TITLE	D
NAME	DUELL, KARL E	3.2 NAME	Correll, Alan
STREET ADDRESS	5008 N FEDERAL HWY	3.3 STREET ADDRESS	6921 Lyons Head Lane
CITY-ST-ZIP	LIGHTHOUSE POINT FL 33064	3.4 CITY-ST-ZIP	Boca Raton, FL 33496
TITLE	P	4.1 TITLE	D
NAME	WOOD, GUY	4.2 NAME	Witten, Neil
STREET ADDRESS	5008 N FEDERAL HWY	4.3 STREET ADDRESS	7100 Queensferry Circle #3420 F
CITY-ST-ZIP	LIGHTHOUSE POINT FL 33064	4.4 CITY-ST-ZIP	Boca Raton, FL 33496
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: *[Signature]* DATE: 4/28/99 DAYTIME PHONE #: (561) 417-8364

CR2E034 (11/98)