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FILED
Mar 13 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 # P96000081798 (6)

1. Corporation Name
CARIBBEAN EMPORIUM, INC.



Principal Place of Business
3955 ROBERTS POINT ROAD
SARASOTA FL 34242

Mailing Address
3955 ROBERTS POINT ROAD
SARASOTA FL 34242-1160

3. Date Incorporated or Qualified 10/02/1996	3a. Date of Last Report
4. FEI Number 65-0699821	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

KING, CLIFFORD M
1800 SECOND ST STE 855
SARASOTA FL 34238

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. City	FL

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 signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE <input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1.2 NAME James I. Brown
STREET ADDRESS	1.3 STREET ADDRESS 3955 Roberts Point Rd.
CITY-STATE-ZIP	1.4 CITY-STATE-ZIP Sarasota, FL 34242
TITLE <input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2.2 NAME
STREET ADDRESS	2.3 STREET ADDRESS
CITY-STATE-ZIP	2.4 CITY-STATE-ZIP
TITLE <input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3.2 NAME
STREET ADDRESS	3.3 STREET ADDRESS
CITY-STATE-ZIP	3.4 CITY-STATE-ZIP
TITLE <input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4.2 NAME
STREET ADDRESS	4.3 STREET ADDRESS
CITY-STATE-ZIP	4.4 CITY-STATE-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-STATE-ZIP	5.4 CITY-STATE-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-STATE-ZIP	6.4 CITY-STATE-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)(j), 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 as changed, or on an attachment with an address.

SIGNATURE: James I. Brown, President 3/3/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone # 0431083

CR2E034 (9/96)