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 Apr 03 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000003203 (1)
 1. Corporation Name
 SUTTON FAMILY ENTERPRISES, INC.



Principal Place of Business Mailing Address
 4030 NW 4TH STREET COCONUT CREEK FL 33066-1820
 4030 NW 4TH STREET COCONUT CREEK FL 33066-1820

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 4071 N. DIXIE HWY
 Suite, Apt. #, etc.
 22
 City & State
 23 POMPANO BEACH FL
 Zip
 24 33064
 Country
 25 BROWARD

3. Date Incorporated or Qualified
 01/13/1997
 4. FEI Number
 65-0777002
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 BLOCH, STUART E
 980 NORTH FEDERAL HIGHWAY
 SUITE 205
 BOCA RATON FL 33432

10. Name and Address of New Registered Agent
 81 Name
 SCOTT M. SUTTON
 82 Street Address (P.O. Box Number is Not Acceptable)
 4030 NW 4 ST
 83
 84 City
 COCONUT CREEK FL 85 Zip Code
 33066

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 *Scott M. Sutton* SCOTT M. SUTTON 3-25-98
 Signature typed or printed name of registered agent and filer of application (NOTE: Registered Agent's signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	D <input type="checkbox"/> DELETE
NAME	SUTTON, SCOTT
STREET ADDRESS	4030 NW 4TH STREET
CITY-ST-ZIP	COCONUT CREEK FL 33066-1820
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	SUTTON, LUCINDA
STREET ADDRESS	4030 NW 4TH STREET
CITY-ST-ZIP	COCONUT CREEK FL 33066-1820
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	D/P/S <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	SUTTON, SCOTT
1.3 STREET ADDRESS	SAME
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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.

CR2E034 (10/97)