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**Apr 01 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 # S51128 (4)

1. Corporation Name
FINGERS & FACES II, INC.



Principal Place of Business: **850 IVES DAIRY ROAD SUITE T-60 NORTH MIAMI FL 33179 US**
Mailing Address: **850 IVES DAIRY ROAD SUITE T-60 NORTH MIAMI FL 33179-2499 US**

3. Date Incorporated or Qualified: **05/06/1991**
3a. Date of Last Report: **08/20/1996**

2. Principal Place of Business: 21. **21461 NW 2nd AVE**
22. Suite, Apt. #, etc.
2a. Mailing Address: 26. **21461 NW 2nd AVE**
27. Suite, Apt. #, etc.

4. FEI Number: ~~65-0263381~~ **65-0629818**
Applied For: Not Applicable:

23. City & State: **Miami, FL**
24. Zip: **33169** 25. Country: **DADE**
28. City & State: **Miami, FL**
29. Zip: **33169** 30. Country: **DADE**

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
**SMITH, JOAN M
850 IVES DAIRY ROAD
SUITE T-60
NORTH MIAMI FL 33179**

10. Name and Address of New Registered Agent
81. Name: **Smith, Joan M**
82. Street Address (P.O. Box Number is Not Acceptable): **21461 NW 2nd AVE**
83. City: **Miami** 84. State: **FL** 85. Zip Code: **33169**

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 607.0504, Florida Statutes.
SIGNATURE: *Joan M Smith* DATE: **3/18/97**

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	LAINO, ROSE MARY	
STREET ADDRESS	850 IVES DAIRY RD T-60	
CITY-ST-ZIP	N. MIAMI FL	
TITLE	P	<input type="checkbox"/> DELETE
NAME	SMITH, JOAN M	
STREET ADDRESS	850 IVES DAIRY RD T-60	
CITY-ST-ZIP	N. MIAMI FL	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
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	

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***165.00**

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: *Joan M Smith* DATE: **3/18/97** Daytime Phone #: **(305) 653-0071**

CR2E034 (9/96)