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FILED
Apr 04 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 # 494352 (8)			
1. Corporation Name SMILE SHOES, INC.			
Principal Place of Business 8486 S.W. 24TH ST. MIAMI FL 33155		Mailing Address 8486 S.W. 24TH ST. MIAMI FL 33155-2334	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent QUINTANA, J. LUIS 2333 PONCE LEON BLVD #1120 MIAMI, FL CORAL GABLES FL 33134		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 FL		86 Zip Code	
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	
1.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	
2.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
3.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
4.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
5.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
6.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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: <i>Sara S. Navarro</i> <i>Sara S. Navarro</i> 3/31/97 223-8141			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			

CR2E034 (9/96)