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Mar 16 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 244021 (2)

1. Corporation Name  
VANDEGRIFF JEWELERS INC

Principal Place of Business 131 RACETRACK ROAD, NW FORT WALTON BEACH FL 32547 US	Mailing Address P. O. DRAWER 1388 FORT WALTON BEACH FL 32549-1388 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/23/1961	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-0919424	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent BALANZATEGUI, PATRICIA V 131 RACETRACK ROAD N.W. P.O. DRAWER 1388 FORT WALTON BEACH FL 32549				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	D
NAME	VANDEGRIFF, HARRY	1.2 NAME	
STREET ADDRESS	131 RACETRACK ROAD, N.W.	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WALTON BEACH FL	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	PD
NAME	BALANZATEGUI, PATRICIA	2.2 NAME	
STREET ADDRESS	131 RACETRACK ROAD, N.W.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WALTON BEACH FL	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	BALANZATEGUI, ANDREA M	3.2 NAME	
STREET ADDRESS	1900 JETTON AVE.	3.3 STREET ADDRESS	4805 Bayheron Place, # 706
CITY-ST-ZIP	TAMPA FL 33608	3.4 CITY-ST-ZIP	Tampa, FL 33616
TITLE	VD	4.1 TITLE	STD
NAME	BALANZATEGUI, W O	4.2 NAME	
STREET ADDRESS	131 RACETRACK ROAD, N.W.	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WALTON BEACH FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	D
NAME		5.2 NAME	Balanzategui, William C.
STREET ADDRESS		5.3 STREET ADDRESS	131 Racetrack Road, NW.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Ft. Walton Beach, FL 32547
TITLE		6.1 TITLE	V
NAME		6.2 NAME	Mims, Donald W.
STREET ADDRESS		6.3 STREET ADDRESS	131 Racetrack Road, N.W.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Ft. Walton Beach, FL 32547

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.

SIGNATURE: Patricia Balanzategui Patricia Balanzategui 1/15/98 (850) 243-3333

CR2E034 (10/97)