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**May 07 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 # 392935 (3)
1. Corporation Name
Miles Meldisco K-M Newport Richey, FLA., INC.

Principal Place of Business: 1005 US Hwy 19 South, New Port Richey FL 33552
Mailing Address: 933 MACARTHUR BLVD. MAHWAH NJ 07430-2045

3. Date Incorporated or Qualified: 12/20/1971
3a. Date of Last Report: 05/01/1996
4. FEI Number: 22-1945353
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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: 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: 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	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHEPARD, JEFFREY	1.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MAHWAH NJ	1.4 CITY-ST-ZIP	
TITLE	STV	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FALKOFF, MARTIN	2.2 NAME	RANDALL S. PROFFITT
STREET ADDRESS	933 MACARTHUR BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	MAHWAH NJ	2.4 CITY-ST-ZIP	
TITLE	AT	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOJNO, THOMAS	3.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MAHWAH NJ	3.4 CITY-ST-ZIP	
TITLE	AT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAKAR, MANOHAR	4.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	MAHWAH NJ	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PALIZZI, ANTHONY	5.2 NAME	500002180755
STREET ADDRESS	3100 W. BIG BEAVER	5.3 STREET ADDRESS	-05/16/97--01013--024
CITY-ST-ZIP	TROY MI	5.4 CITY-ST-ZIP	***165.00
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	S MAUREEN RICHARDS
STREET ADDRESS		6.3 STREET ADDRESS	933 MACARTHUR BLVD.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	MAHWAH, N.J. 07430

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: SIGNATURE REQUIRED *[Signature]* Date: JAN 13 1997 (201) 934-2000