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May 13 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 # 421096 (9)

1. Corporation Name
NEEDLE NICELY, INC.

Principal Place of Business

23 ROYAL PALM BLVD
VERO BEACH FL 32960

Mailing Address

23 ROYAL PALM BLVD
VERO BEACH FL 32960-4262

3. Date Incorporated or Qualified
03/12/1973

3a. Date of Last Report
03/26/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 29 30

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number

59-1462193

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

9. Name and Address of Current Registered Agent

WALKER, TRUBEY W.
5536 NO. A1A
APT. 312
VERO BEACH FL 32963

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

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

Trubey Walker

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

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE PT DELETE

NAME WALKER, TRUBEY
STREET ADDRESS 5536 N. A1A APT. 312
CITY - ST - ZIP VERO BEACH FL 32963

TITLE VPS DELETE

NAME CUSSEN, MARY
STREET ADDRESS 13 TARPON DR.
CITY - ST - ZIP VERO BEACH FL

TITLE DELETE

NAME
STREET ADDRESS
CITY - ST - ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY - ST - ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY - ST - ZIP

TITLE DELETE

NAME
STREET ADDRESS
CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY - ST - ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY - ST - ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY - ST - ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY - ST - ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY - ST - ZIP

6.1 TITLE Change Addition

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: *Trubey Walker* REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)