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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 525176

1. Corporation Name
CLIFFORD ENTERPRISES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 2773 S OCEAN BLVD #514 PALM BEACH FL 33480
 Mailing Address: 2773 S OCEAN BLVD #514 PALM BEACH FL 33480

3. Date Incorporated or Qualified: 02/04/1977
 4. FEI Number: 59-1717278
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SHAPIRO, CLIFFORD
 2773 S OCEAN BLVD #514
 PALM BCH FL 33480

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

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	<input type="checkbox"/> DELETE
NAME	SHAPIRO, CLIFFORD	
STREET ADDRESS	2773 S. OCEAN BLVD.	
CITY-ST-ZIP	PALM BCH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SHAPIRO, MARCIA	
STREET ADDRESS	2773 S OCEAN BLVD.	
CITY-ST-ZIP	PALM BCH FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SHAPIRO, STEPHEN	
STREET ADDRESS	228 CLAYTON RD	
CITY-ST-ZIP	SCARSDALE, NY 00000	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SHAPIRO, DONALD	
STREET ADDRESS	5624 QUEEN MARY RD.	
CITY-ST-ZIP	HAMPSTEAD, CANADA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SILVER, FRANCES	
STREET ADDRESS	6504 MERTON ROAD	
CITY-ST-ZIP	COTE ST LUC, CANADA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	

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, with all other like empowered.

SIGNATURE: *Clifford Shapiro*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/3/99 561-588-8030
 Date Daytime Phone #

CR2E034 (1/1/98)