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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # 611295

1. Corporation Name
TILLY'S YELLOW STRAWBERRY, INC.



Principal Place of Business
3718 N ROOSEVELT BLVD
KEY WEST FL 33040
US
Mailing Address
3718 N ROOSEVELT BLVD
KEY WEST FL 33040
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/27/1979
4. FEI Number
59-1905922
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 owes the current year Intangible Personal Property Tax.
Yes No

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

9. Name and Address of Current Registered Agent
LARIZ, MATILDA A.
3718 N ROOSEVELT BLVD
KEY WEST FL 33040

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

Table with 2 columns: 12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include Lariz, Matilda A., Lariz, David V., and Lariz, David V. with fields for Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox.

Table with 2 columns: 12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include Lariz, Matilda A., Lariz, David V., and Lariz, David V. with fields for Title, Name, Street Address, City-ST-ZIP, and Change/Addition checkboxes.

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: David V. Lariz DAVID V. LARIZ Date: 2-12-99 Daytime Phone #: 305-294-7151

CR2E034 (11/98)