

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Jan 29, 1999 8:00am  
Secretary of State

01-29-1999 90035 009 \*\*\*\*\*150.00



DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION  
ANNUAL REPORT  
1999

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

DOCUMENT # 614799

1. Corporation Name  
SANDY'S DISCOUNT SHOES, INC.

Principal Place of Business  
224 NW 27TH STREET  
MIAMI FL 33127

Mailing Address  
224 NW 27TH STREET  
MIAMI FL 33127

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

|                                                                             |                                                                     |
|-----------------------------------------------------------------------------|---------------------------------------------------------------------|
| 3. Date Incorporated or Qualified                                           | 03/07/1979                                                          |
| 4. FEI Number                                                               | 59-1887920                                                          |
| Applied For                                                                 | Not Applicable                                                      |
| 5. Certificate of Status Desired                                            | <input type="checkbox"/> \$8.75 Additional Fee Required             |
| 6. Election Campaign Financing Trust Fund Contribution                      | <input type="checkbox"/> \$5.00 May Be Added to Fees                |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

9. Name and Address of Current Registered Agent

MARTEL, SANDRA  
224 NW 27TH STREET  
MIAMI FL 33127

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

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 <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | MARTEL, SANDRA                    | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1145 NORTH SHORE DRIVE            | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI BEACH FL                    | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | V <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | MARTEL, MARCOS                    | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1145 NORTH SHORE DRIVE            | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI BEACH FL                    | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE   | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                   | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                   | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                   | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE   | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                   | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                   | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                   | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE   | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                   | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                   | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                   | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE   | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                   | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                   | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                   | 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 a address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)