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Jan 21 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 # 620173 (5)

1. Corporation Name
L.E.M. MANAGEMENT, INC.

Principal Place of Business

16858 RIVER BIRCH CIRCLE
C/O ABNER LEVINE
DELRAY BEACH FL 33445

Mailing Address

16858 RIVER BIRCH CIRCLE
C/O ABNER LEVINE
DELRAY BEACH FL 33445-7055



3. Date Incorporated or Qualified 04/17/1979	3a. Date of Last Report 01/22/1996
4. FEI Number 59-1905438	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

LEVINE, ABNER
16858 RIVER BIRCH CIRCLE
DELRAY BEACH, FL
33445

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

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 DATE 1-9-97

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MILLER, ELLEN	
STREET ADDRESS	5 WYETH CT	
CITY - ST - ZIP	PLEASANTVILLE NY	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LEVINE, MICHAEL	
STREET ADDRESS	RD 3 BOX 3550	
CITY - ST - ZIP	MIDDLESEX VT	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	LEVINE, MILDRED	
STREET ADDRESS	16858 RIVER BIRCH CIRCLE	
CITY - ST - ZIP	DELRAY BEACH, FL 00000	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	LEVINE, LAWRENCE	
STREET ADDRESS	BUCK RT BOX 350	
CITY - ST - ZIP	HINTON WV	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	LEVINE, ABNER	
STREET ADDRESS	16858 RIVER BIRCH CIRCLE	
CITY - ST - ZIP	DELRAY BEACH, FL 00000	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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 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: X 1-9-97 561 498 1500

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)