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Jan 22 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 # 627754 (5)

1. Corporation Name
HAPPY DAZE UNLIMITED III, INC.



Principal Place of Business
2982 GRAND AVE
COCONUT GROVE FL 33133
US

Mailing Address
1 GROVE ISLE DR
STE 1005-DH10
COCONUT GROVE FL 33133-4107
US

3. Date Incorporated or Qualified 06/27/1979	3a. Date of Last Report 04/19/1996
4. FEI Number 59-1990228	Applied For <input type="checkbox"/> 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 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

9. Name and Address of Current Registered Agent

ALMAS, IVAN
1 GROVE ISLE DR., #1005-DH10
COCONUT GROVE FL 33133

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE <input type="checkbox"/>
NAME	ALMAS, IVAN	
STREET ADDRESS	1 GROVE ISLE DR., #1005-DH10	
CITY-ST-ZIP	COCONUT GROVE FL	
TITLE	VP	DELETE <input type="checkbox"/>
NAME	ALMAS, RIC	
STREET ADDRESS	9358 HWY #9	
CITY-ST-ZIP	BRECKENRIDGE CO	
TITLE		DELETE <input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE <input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE <input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
62 NAME	
63 STREET ADDRESS	
64 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: *[Signature]* DATE: 1/18/97 DAYTIME PHONE: 305 667 1728

CR2E034 (9/96)