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FILED
May 15 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 # 660495 (3)
 1. Corporation Name
MELDISCO K-M SEMINOLE, FLA., INC. *3946*

Principal Place of Business Mailing Address
7850 113TH ST SEMINOLE FL 34642 US **833 MACARTHUR BLVD. MAHWAH NJ 07430-2045**

3. Date Incorporated or Qualified **03/26/1990** 3a. Date of Last Report **05/01/1996**
 4. **22-2299917**
 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes 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 Country 29 Country 30 Country

9. Name and Address of Current Registered Agent
UNITED STATES CORPORATION COMPANY
1201 HAYES ST
SUITE 105
TALLAHASSEE FL 32301

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: _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SHEPARD, JEFFREY	
STREET ADDRESS	933 MACARTHUR BLVD.	
CITY - ST - ZIP	MAHWAH NJ	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	FALKOFF, MARTIN	
STREET ADDRESS	933 MACARTHUR BLVD.	
CITY - ST - ZIP	MAHWAH NJ	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	WOJNO, THOMAS	
STREET ADDRESS	933 MACARTHUR BLVD.	
CITY - ST - ZIP	MAHWAH NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PALIZZI, ANTHONY	
STREET ADDRESS	3100 W. BIG BEAVER	
CITY - ST - ZIP	TROY MI	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	KAKAR, MANOHAR	
STREET ADDRESS	933 MACARTHUR BLVD.	
CITY - ST - ZIP	MAHWAH NJ	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RANDALL S. PROFFITT
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 checked="" type="checkbox"/> Addition
6.2 NAME	MAUREEN RICHARDS
6.3 STREET ADDRESS	933 MACARTHUR BLVD.
6.4 CITY - ST - ZIP	MAHWAH NJ 07430

14. I do 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.

SIGNATURE: _____ **JAN 10 1997 (201) 934-2000**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)