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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 # 696694 (9)

1. Corporation Name
MELDISCO K-M N.W. 2ND AVE., FLA., INC.

3203

Principal Place of Business
**9903 MILITARY TRAIL
 BOYNTON BCH. FL 33436
 US**

Mailing Address
**933 MACARTHUR BLVD.
 MAHWAH NJ 07430-2045**



3. Date Incorporated or Qualified **07/30/1981** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 22-2364357		Applied For	
21		26				Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
23		28					
Zip	Country	Zip	Country				
24	25	29	30				

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
UNITED STATES CORPORATION COMPANY 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				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		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	SHEPARD, JEFFREY	1.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	1.3 STREET ADDRESS	
CITY - ST - ZIP	MAHWAH NJ	1.4 CITY - ST - ZIP	
TITLE	VST <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KALKOFF, MARTIN	2.2 NAME	RANDALL S. PROFFITT
STREET ADDRESS	933 MACARTHUR BLVD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	MAHWAH NJ	2.4 CITY - ST - ZIP	
TITLE	AT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOJNO, THOMAS	3.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	3.3 STREET ADDRESS	
CITY - ST - ZIP	MAHWAH NJ	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KALKOFF, MARTIN	4.2 NAME	MAUREEN RICHARDS
STREET ADDRESS	933 MACARTHUR BLVD	4.3 STREET ADDRESS	
CITY - ST - ZIP	MAHWAH NJ	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PALIZZI, ANTHONY	5.2 NAME	
STREET ADDRESS	3100 W. BIG BEAVER	5.3 STREET ADDRESS	
CITY - ST - ZIP	TROY MI	5.4 CITY - ST - ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAKAR, MANOHAR	6.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	6.3 STREET ADDRESS	
CITY - ST - ZIP	MAHWAH NJ	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: 4. SIGNATURE REQUIRED JAN 10 1997 (201) 934-2000

CR2E034 (9/96)