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FILED
May 29 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Randee B. Martham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 754981 <small>f. Corporation Name</small> ZIEGFELD GIRLS OF FLORIDA, INC.	(9)
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Principal Place of Business ZIEGFELD GIRLS FL INC 685 E HILLSBORO BLVD DEERFIELD BEACH FL 33441 US	Mailing Address W C RICHARD SHAMEL JR., ESO. 212 N. FEDERAL HWY. DEERFIELD BEACH FL 33441
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3. Date Incorporated or Qualified 11/04/1980	4. FEI Number 50-2051259	Applied For <input type="checkbox"/> Not Applicable
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21. Principal Place of Business 21 ZIEGFELD GIRLS FL INC Suite, Apt. #, etc. 22 685 E. Hillsboro Blvd City & State 23 DEERFIELD BEACH Zip 24 33443 Country 25 Brow.	2a. Mailing Address 2a C/O Frances D. Sheehy Suite, Apt. #, etc. 27 1367 Lyons Rd City & State 28 COCONUT CREEK Zip 29 33063 Country 30 BROW
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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
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent SHAMEL, C RICHARD, JR 212 NORTH FEDERAL HWY DEERFIELD BEACH FL 33441
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10. Name and Address of New Registered Agent 01 FRANCES D. SHEEHY, ESO 02 Street Address (P.O. Box Number is Not Acceptable) 03 1367 LYONS RD 04 COCONUT CREEK City FL Zip Code 33063

11. Pursuant to the provisions of Sections 617.0502 and 617.1503, 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 617.0503, Florida Statutes.

SIGNATURE Frances D. Sheehy, ESO FRANCES D. SHEEHY 4-30-98
Signature typed or printed name of registered agent and this if appropriate (NOTE: Registered agent signature required when resigning) DATE

12. OFFICERS AND DIRECTORS		DELETE
TITLE	PD	<input checked="" type="checkbox"/>
NAME	SWEENEY, PAT	
STREET ADDRESS	6200 SILVEROAK DRIVE	
CITY-ST-ZIP	LAKE WORTH FL	
TITLE	SD	<input type="checkbox"/>
NAME	BONARD, BARBARA	
STREET ADDRESS	1244 S. ALHAMBRA CIR	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	PRES/DIR	<input type="checkbox"/>
NAME	CALLIGAN, BETTY	
STREET ADDRESS	779 SW 17TH ST	
CITY-ST-ZIP	BOCA RATON FL	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	TREAS./DIR	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME	JOYCE SHUMAN		
1.3 STREET ADDRESS	219 IMPERIAL LN		
1.4 CITY-ST-ZIP	LAUDERDALE BY SEA, FL 33308		
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE	VP/D	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.2 NAME	GINNY KAY		
4.3 STREET ADDRESS	1220 SW 13TH CIR		
4.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33315		
5.1 TITLE	VP/D	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5.2 NAME	CATHY DOOLEY		
5.3 STREET ADDRESS	2731 NE 14TH ST, 35B		
5.4 CITY-ST-ZIP	POMPANO BEACH, FL 33062		
6.1 TITLE	800002542178	<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS	-06/01/98--01057--002		
6.4 CITY-ST-ZIP	***61.25		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Frances D. Sheehy 4-30-98
SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERED AGENT OR DIRECTOR DATE DAYTIME PHONE # 0043901