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FILED
Apr 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F08660 (5)
1. Corporation Name
BAXTER'S CONCEPT SHOES, INC.



Principal Place of Business
4125 CLEVELAND AVE.
SUITE #6
FT. MYERS FL 33901
US

Mailing Address
4125 CLEVELAND AVE
#6
FORT MYERS FL 33901
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/11/1980	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2062486	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BAXTER, JAMES B. JR.
6849 HARTLAND ST
FORT MYERS FL 33912

81 Name Baxter, James B.
82 Street Address (P.O. Box Number is Not Acceptable)
5444 Villa D Este Dr.
83
84 City Wesley Chapel FL 85 Zip Code 33543
34249

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.

X SIGNATURE

Signature, typed or printed name of registered agent, and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

4/2/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	STD BAXTER, JAMES B. JR.	1.1 TITLE	STD BAXTER, JAMES B.
NAME	6849 HARTLAND ST	1.2 NAME	5444 VILLA D ESTE
STREET ADDRESS	FORT MYERS FL	1.3 STREET ADDRESS	WESLEY CHAPEL FL
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD BAXTER, JAMES B.	2.1 TITLE	
NAME	5444 VILLA O'ESTE	2.2 NAME	
STREET ADDRESS	WESLEY CHAPEL FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	PD BAXTER, T.B.	3.1 TITLE	
NAME	2800 SUNSET DRIVE	3.2 NAME	
STREET ADDRESS	TAMPA FL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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.

X SIGNATURE:

4/2/98 941-936-2093

CR2E034 (10/97)