FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED PROFIT Jan 21 1998 8:00am FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS POCUMENT # F28508 HEIRLOOMS OF TOMORROW, INC. Principal Place of Business Mailing Address 750 N.E. 125TH STREET 750 N.E. 125TH STREET MIAMI FL 33161 MIAMI FL 33161 DO NOT WRITE IN THIS SPACE 3. Date incorporated or Qualified 04/06/1981 2. Principal Place of Business 2a. Maiting Address FEI Number Applied For 21 26 59-2164843 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 27 Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Country Zip 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. 24 25 29 30 Yes 9. Name and Address of Current Registered Agent Name and Address of New Registered Agent A1 Name FINKELSTEIN, PEARL J. 750 N.E. 125TH STREET Street Address (P.O. Box Number is Not Acceptable) 82 NORTH MIAMI FL 33161 83 84 City Zip Code 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 Signature, typed or printed name of registered agent and title if applicable (NOTE Registered Agent signature required when reinstating) 12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS TITLE DELETE 1.1 TITLE Chairman of the Board, CEO X Change NAME FINKELSTEIN, PEARL J. Finkelstein, Pearl J. 1.2 NAME 444 N.E. 101ST STREET 444 NE 101 Street STREET ADDRESS 1.3 STREET ADDRESS MIAMI FL 33138 Miami, FL 33138 CITY-ST-ZIP 1.4 CITY-ST-ZIP X DELETÉ Change TITLE 2.1 TITLE President, COO X Addition CANNON, CHERIE NAME 2.2 NAME Finkelstein, Norman 444 N.E. 101ST STREET STREET ADDRESS 2.3 STREET ADDRESS 931 S.W. 112 Terrace Miami FL CITY-ST-ZIP 2.4 CITY-ST-ZIP Pembroke Pines, FL 33025 DELETE TITL F 3 1 TITLE Change Addition Secretary NAME 3.2 NAME Levenson, Cherie STREET ADDRESS 3.3 STREET ADDRESS 10860 N.W. 17th Court CITY-ST-ZIP 3.4. CITY - ST - ZIP Pembroke Lakes, FL 33026 DELETE TITLE Change 4.1 TITLE Addition Treasurer NAME 4.2 NAME Finkelstein, Daniel STREET ADDRESS 4.3 STREET ADDRESS 444 N.E. 101 Street Miami, Fl 33138 4.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE Change 5.1 TITLE Addition NAME 5.2 NAME

6.4 CITY-ST-ZIP It 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.

5.3 STREET ADDRESS

6.3 STREET ADDRESS

5.4 CITY - ST - ZIP

6.1 TITLE

6.2 NAME

DELETE

SIGNATURE:

STREET ADDRESS

STREET ADDRESS

CITY-ST-ZIP

CITY-ST-ZIP

TITLE

NAME

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1/4/90

Change

Addition