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

PROFIT

SIGNATURE:

Feb 18 1998 8:00am CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Socretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT # F52381 (3) HANDBAG BOUTIQUE, INC. Principal Place of Business Mailing Address C/O GREGORY PONSEEK PONCZEK C/O GREGORY *** PONCZEK 39 OCEANSIDE CENTER 39 OCEANSIDE CENTER DO NOT WRITE IN THIS SPACE POMPANO BEACH FL 33062 POMPANO BEACH FL 33062 3. Date Incorporated or Qualified 10/27/1981 4. FEI Number 2. Principal Place of Business 2a. Mailing Address Applied For 59-2140335 26 Not Applicable Suite, Apt #, etc. Suite, Apt. #, etc. \$8.75 Additional 6. Certificate of Status Desired Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Country ZID Country Z(p)8. This corporation owes or has paid the current year Intangible X Yes Personal Property Tax due June 30. 24 25 29 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent PONCEZK, GREGORY Name PONCZEK, GREGORY 39 OZEARKIDE CENTER 82 Street Address (P.O. Box Number is Not Acceptable) POMPANO BEACH FL 33062 39 OCEANSIDE CENTER 83 84 City 85 Zip Code 33062 POMPANO BEACH 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, Element Statute. TORRESORY PONCZEK PRESTUENT OF ICERS AND DIRECTORS aistered Apent 12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE Change Addition TITLE 1.1 TITLE PONCEZK, GREGORY NAME 1.2 NAME PONCZEK, GREGORY 1160 N FEDERAL HWY STREET ADDRESS 1.3 STREET ADDRESS FT LAUDERDALE, FL 0 CITY-ST-ZIP 14 CITY - ST - ZIP DELETE 21 TITLE THILE PONCZEK, JANE 2 2 NAME NAME 1160 N. FEDERAL HWY. 2.3 STREET ADDRESS STREET ADDRESS 3330Y FT. LAUDERDALE FL CITY-ST-ZIP 2. 4 CITY-ST-ZIP DELETE 3.1 TITLE Change Addition TITLE 3.2 NAME NAME STREET ADDRESS 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition TITLE 4.1 TITLE NAME 4 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP Addition DELETE TITLE 5.1 THILE 5.2 NAME NAME 5.3 STREET ADDRESS STREET ADDRESS CITY-ST-ZIP 54 CITY-ST-ZIP DELETE Change Addition TITLE 6.1 TITLE NAME 6.2 NAME STREET ADDRESS 63 STREET ADDRESS 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 suppliemental 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 agreess.

FLORIDA DEPARTMENT OF STATE

FILED