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Jan 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 # F78631

(1)

1. Corporation Name:

DESIGN VENTURES, INC.



Principal Place of Business

C/O ARTHUR BREAKSTONE
~~18500 COLLINS AVE~~
~~MIAMI BCH FL 33180~~
US

Mailing Address

C/O ARTHUR BREAKSTONE
~~18500 COLLINS AVE~~
~~MIAMI BCH FL 33180-2250~~
US

3. Date Incorporated or Qualified

05/04/1982

3a. Date of Last Report

03/22/1996

2. Principal Place of Business

21 2875 N.E. 191st. St.

22 500

23 Aventura, FL

24 33180

2a. Mailing Address

26 2875 N.E. 191st. St.

27 500

28 Aventura, FL

29 33180

4. FEI Number

59-2193934

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

BREAKSTONE, ARTHUR
~~18500 COLLINS AVE~~
~~MIAMI BCH FL 33180~~

10. Name and Address of New Registered Agent

81 Name

Same

82 Street Address (P.O. Box Number is Not Acceptable)

2875 N.E. 191st. Street

83

Suite # 500

84 City

Aventura,

FL

85 Zip Code
33180

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE VSD
NAME BREAKSTONE, NOAH
STREET ADDRESS ~~18500 COLLINS AVE~~
CITY - ST - ZIP ~~MIAMI BCH FL~~

TITLE D
NAME BREAKSTONE, JULIE
STREET ADDRESS ~~18500 COLLINS AVE~~
CITY - ST - ZIP ~~MIAMI BCH FL~~

TITLE P
NAME BREAKSTONE, ARTHUR
STREET ADDRESS ~~18500 COLLINS AVE~~
CITY - ST - ZIP ~~MIAMI BCH FL~~

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS 2875 N.E. 191st. Street / S#500
1.4 CITY - ST - ZIP Aventura, FL 33180

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS 2875 N.E. 191st. Street / S#500
2.4 CITY - ST - ZIP Aventura, FL 33180

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS 2875 N.E. 191st. Street / S#500
3.4 CITY - ST - ZIP Aventura, FL 33180

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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:

Noah Breakstone 1/10/97

305
705-0001

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)