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Feb 11 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 # F96000002172 (2)

1. Corporation Name

REAL 3 LUCKY LTD., INC.

Principal Place of Business

C/O APPLEBAUM  
80-83 GRENELL STREET  
KEW GARDENS NY 11415

Mailing Address

C/O APPLEBAUM  
80-83 GRENELL STREET  
KEW GARDENS NY 11415-1023



3. Date Incorporated or Qualified

05/01/1996

3a. Date of Last Report

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

24

25

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9. Name and Address of Current Registered Agent

KAPLAN, DAVID  
4101 PINE TREE DR., STE 1425  
MIAMI BEACH FL 33140

10. Name and Address of New Registered Agent

81 Name

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

83

84 City

FL

85 Zip Code

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 and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE
NAME	APPLEBAUM, MARILYN	
STREET ADDRESS	80-83 GRENELL STREET	
CITY- ST- ZIP	KEW GARDENS NY	
TITLE	V	DELETE
NAME	KAPLAN, IDIDA	
STREET ADDRESS	29 PINE DRIVE NORTH	
CITY- ST- ZIP	ROSLYN NY	
TITLE	S	DELETE
NAME	GREENBAUM, FREN	
STREET ADDRESS	218 BROADWAY	
CITY- ST- ZIP	LAWRENCE NY	
TITLE	T	DELETE
NAME	KAPLAN, STEWART	
STREET ADDRESS	29 PINE DRIVE NORTH	
CITY- ST- ZIP	ROSLYN NY	
TITLE	S	DELETE
NAME	GREENBAUM, IRWIN	
STREET ADDRESS	218 BROADWAY	
CITY- ST- ZIP	LAWRENCE NY	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY- ST- ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY- ST- ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY- ST- ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY- ST- ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY- ST- ZIP		
6.1 TITLE	Change	Addition
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:

*[Signature]* 2/1/97 305-531-9093  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)