

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

FILED
May 11 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000003087 (1)

1. Corporation Name

BARRYMORE HOLDINGS INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 290 - 174 ST #1510 MIAMI BCH FL 33160		Mailing Address 290 - 174 ST #1510 MIAMI BCH FL 33160	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
3. Date Incorporated or Qualified 06/19/1996			
4. FEI Number 65-0672282			
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees			
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent EDWARDS, NADIA S CPA 290 - 174 ST #1510 MIAMI BCH FL 33160		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		FL	

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		DATE	
Signature, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reinstating)	
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE		1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
2.1 TITLE		2.2 NAME	
2.3 STREET ADDRESS		2.4 CITY-ST-ZIP	
3.1 TITLE		3.2 NAME	
3.3 STREET ADDRESS		3.4 CITY-ST-ZIP	
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 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 registered agent or authorized agent 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 appointment with an address.

SIGNATURE: *Nadia S Edwards* 5/10/98

CR2E034 (10/97)