

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

FILED
Jun 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006514 (1)

1. Corporation Name
SPECIALTY MERCHANTS, INC.



Principal Place of Business 7834 MCCLELLAN #3 CURPENTINO CA 95104	Mailing Address 7834 MCCLELLAN #3 CURPENTINO CA 95104
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/13/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 77-0324774	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 New Fee Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	Yes No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
ERVIN, GARY 1 POMPANO SQUARE #E-22 POMPANO BEACH FL 33062		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 City 84 Zip Code	
ROBERT PAPRI C/O BRISTOL TARBOR 1700 W. NEW HAVEN #161 MILWAUKEE WI 53294		85	

11. Pursuant to the provisions of Sections 607.0592 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 4/13/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	PAPRI, ROBERT	1.2 NAME	
STREET ADDRESS	7834 MCCLELLAN #3	1.3 STREET ADDRESS	
CITY - ST - ZIP	CURPENTINO CA 95104	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	
NAME	PAPRI, KAREN	2.2 NAME	
STREET ADDRESS	7834 MCCLELLAN #3	2.3 STREET ADDRESS	
CITY - ST - ZIP	CURPENTINO CA 95104	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 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 amendment with an address.

SIGNATURE: _____

DEP \$150.00

CR2E034 (10/97)