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**Apr 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 # G49843 (7)

1. Corporation Name
BISCAYNE 144 50-MINUTE FOTO FINISH, INC.



Principal Place of Business Mailing Address
**% SANFORD SHULTZ
14416 BISCAYNE BLVD.
MIAMI FL 33181-1208** **% SANFORD SHULTZ
14416 BISCAYNE BLVD.
MIAMI FL 33181-1208**

3. Date Incorporated or Qualified **07/25/1983** 3a. Date of Last Report **02/08/1996**

21	2. Principal Place of Business	2a	Mailing Address	4	FEI Number	Applied For
	State, Apt. #, etc.		Suite, Apt. #, etc.		59-2341470	Not Applicable
22	City & State	27	City & State	5	Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Zip	6	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Country	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SCHULTZ, SANFORD 14416 BISCAYNE BLVD. MIAMI FL		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHULTZ, SANFORD	1.2 NAME	
STREET ADDRESS	3625 N. COUNTRY CLUB DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHULTZ, IRA	2.2 NAME	
STREET ADDRESS	3625 N. COUNTRY CLUB DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHULTZ, VELMA	3.2 NAME	
STREET ADDRESS	3625 N. COUNTRY CLUB DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: Sanford J. Shultz Date: 4/1/97 Daytime Phone #: (305) 947-7070

CR2E034 (9/96)