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FILED
Jan 21 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 # G62510 (4)
1. Corporation Name
G R INTERNATIONAL FASHIONS CORPORATION



Principal Place of Business
2501 BRICKELL AVE.
#701
MIAMI FL 33129

Mailing Address
2501 BRICKELL AVE.
#701
MIAMI FL 33129

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--|---------------------|---------------------|---------------------|--|---|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 09/13/1983 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 65-0029002 | |
| 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 | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 9. Name and Address of Current Registered Agent REBOREDO, GASTON JR. 1107 ADUANA AVE. CORAL GABLES FL 33146 | | | | 10. Name and Address of New Registered Agent | |
| | | | | 81 | Name REBOREDO, GASTON JR. |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) 2566 JAMAIN WAY |
| | | | | 83 | |
| | | | | 84 | City WESTON |
| | | | | 85 | FL 33327 |

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]

Signature, typed or printed name of registered agent, and title if applicable (NOTE: Registered Agent signature required when reinstating)

1/12/98

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------|---|----------------------|
| TITLE | PTD | 1.1 TITLE | |
| NAME | GASTON, REBOREDO F | 1.2 NAME | |
| STREET ADDRESS | 2501 BRICKELL AVE. APT. 701 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33129 | 1.4 CITY-ST-ZIP | |
| TITLE | S | 2.1 TITLE | S.D.V.P |
| NAME | REBOREDO, GASTON JR | 2.2 NAME | REBOREDO, GASTON JR. |
| STREET ADDRESS | 1107 ADUANA AVE. | 2.3 STREET ADDRESS | 2566 JAMAIN WAY |
| CITY-ST-ZIP | CORAL GABLES FL 33146 | 2.4 CITY-ST-ZIP | WESTON, FL 33327 |
| 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 attachment with an address.

SIGNATURE: *[Signature]* GASTON REBOREDO 1/12/98 (954) 385-9878

CR2E034 (10/97)