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Apr 01 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 # H05744 (8)

1. Corporation Name
R.P.B. JEWELRY, INC.
(DBA RICHTERS of PALM BEACH)

Principal Place of Business
224 WORTH AVENUE
PALM BEACH FL 33480

Mailing Address
224 WORTH AVENUE
PALM BEACH FL 33480-4615



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/11/1984	3a. Date of Last Report 02/08/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2406652	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 KLEIN, STUART B SUITE 400B 1551 FORUM PLACE WEST PALM BCH FL 33401				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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD RICHTER, STEFAN B. 224 WORTH AVE. PALM BEACH FL	<input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SD RICHTER, DUDLEY 4003 HILLSBORO RD. NASHVILLE TN	<input type="checkbox"/> DELETE	1.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	TD RICHTER, PHYLLIS A. 224 WORTH AVE. PALM BEACH FL	<input type="checkbox"/> DELETE	1.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		<input type="checkbox"/> DELETE	1.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	2.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	2.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	3.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	3.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	4.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	4.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	4.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	5.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	5.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	5.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	6.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	6.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	6.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition

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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 of this report, or on an attachment with an address.

SIGNATURE: _____ DATE: 3/19/97 DAYTIME PHONE #: 5616550774

CR2E034 (9/96)