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FILED
Jul 22 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 # H69030
 1. Corporation Name
BUCKLE UP, INC. OF MIAMI

Principal Place of Business: **1500 San Remo Ave Suite 125 Coral Gables, FL 33146 US**
 Mailing Address: **1500 San Remo Ave Suite 125 Coral Gables, FL 33146 US**

21	2. Principal Place of Business	26	2a. Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip	29	Zip
25	Country	30	Country

3.	Date Incorporated or Qualified	3a.	Date of Last Report
	07/29/1985		04/03/1995
4.	FLL Number	Applied For / Not Applicable	
	59-2560681		
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 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

81	Name	ATRIUM REGISTERED AGENTS, INC.		
82	Street Address (P.O. Box Number is Not Acceptable)	1500 San Remo Avenue		
83		Suite 125		
84	City	Coral Gables	FL	85 Zip Code 33146

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 *Robert A. Stamen* / Vice President **Atrium Registered Agents, Inc.**
 by: **Robert A. Stamen** (NOTE: Registered Agent signature required when applicable) (DATE)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOUGHLIN, ROBERT	12 NAME	
STREET ADDRESS	12950 Nevada St.	13 STREET ADDRESS	
CITY-ST-ZIP	Coral Gables, FL 33156	14 CITY-ST-ZIP	
TITLE	VD	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOUGHLIN, EVELYNE	22 NAME	
STREET ADDRESS	12950 Nevada St.	23 STREET ADDRESS	
CITY-ST-ZIP	Coral Gables, FL 33156	24 CITY-ST-ZIP	
TITLE	VT	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOUGHLIN, CAROLYN	32 NAME	
STREET ADDRESS	12950 Nevada St.	33 STREET ADDRESS	
CITY-ST-ZIP	Coral Gables, FL 33156	34 CITY-ST-ZIP	
TITLE	VS	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVIN, HOLLY LOUGHLIN	42 NAME	
STREET ADDRESS	12950 Nevada St.	43 STREET ADDRESS	
CITY-ST-ZIP	Coral Gables, FL 33156	44 CITY-ST-ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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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)(c), 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: *Evelyn Loughlin* Vice President **6/21/97**

CR2E034 (9/96)