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May 14 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 # H87996 (5)
1. Corporation Name
THE FIFTH AVENUE CORPORATION



Principal Place of Business: % LEVINE, P.O. BOX 48, JACKSON NH 03846
Mailing Address: % LEVINE, P.O. BOX 48, JACKSON NH 03846-0048

3. Date Incorporated or Qualified: 12/03/1985
3a. Date of Last Report: 08/12/1996
4. FEI Number: 59-2612905
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
WHEELER, DENNIS C.
551 CLAYTON ST.
15501 BRUCE B. DOWNS
MT. DORA FL 32757

10. Name and Address of New Registered Agent
81 Name: DONNA G. PARENT
82 Street Address (P.O. Box Number is Not Acceptable): 11900 DEVOE CT.
83
84 City: ORLANDO, FL 85 Zip Code: 32821

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: Harris R. Levine, Norma J. Parent Pres, 4/28/97

12. OFFICERS AND DIRECTORS
1.1 TITLE: DELETE
1.2 NAME: DP LEVINE, HARRIS R.
1.3 STREET ADDRESS: RT. 16 JACKSON NH
1.4 CITY-ST-ZIP: JACKSON NH
2.1 TITLE: DELETE
2.2 NAME: D LEVINE, RICHARD D.
2.3 STREET ADDRESS: RT. 16 JACKSON NH
2.4 CITY-ST-ZIP: JACKSON NH
3.1 TITLE: DELETE
3.2 NAME: D LEVINE, MARY LOUISE
3.3 STREET ADDRESS: RT. 16 JACKSON NH
3.4 CITY-ST-ZIP: JACKSON NH
4.1 TITLE: DELETE
4.2 NAME: D LEVINE, CHERYL D.
4.3 STREET ADDRESS: 226 CHARLES GATE W., #326 BOSTON MA
4.4 CITY-ST-ZIP: BOSTON MA
5.1 TITLE: DELETE
5.2 NAME:
5.3 STREET ADDRESS:
5.4 CITY-ST-ZIP:
6.1 TITLE: DELETE
6.2 NAME:
6.3 STREET ADDRESS:
6.4 CITY-ST-ZIP:

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: Change Addition
1.2 NAME:
1.3 STREET ADDRESS:
1.4 CITY-ST-ZIP:
2.1 TITLE: Change Addition
2.2 NAME:
2.3 STREET ADDRESS:
2.4 CITY-ST-ZIP:
3.1 TITLE: Change Addition
3.2 NAME:
3.3 STREET ADDRESS:
3.4 CITY-ST-ZIP:
4.1 TITLE: Change Addition
4.2 NAME:
4.3 STREET ADDRESS: 25 Bayberry Ave.
4.4 CITY-ST-ZIP: PROVINCETOWN, MA 02657
5.1 TITLE: Change Addition
5.2 NAME:
5.3 STREET ADDRESS:
5.4 CITY-ST-ZIP:
6.1 TITLE: Change Addition
6.2 NAME:
6.3 STREET ADDRESS:
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: HARRIS R. LEVINE, 4/28/97 603 383-6822

CR2E034 (9/96)