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May 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 # J06811 (0)

1. Corporation Name
MELDISCO K-M N. MIAMI BEACH, FL., INC.

3427

Principal Place of Business
900 N. MIAMI BCH. BLVD.
N. MIAMI BCH. FL 33162
US

Mailing Address
933 MACARTHUR BLVD
MAHWAH NJ 07430-2045

3. Date Incorporated or Qualified 03/31/1986	3a. Date of Last Report 05/01/1996
4. FEI Number 22-2698405	Applied For <input type="checkbox"/> Not Applicable
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	

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

9. Name and Address of Current Registered Agent
UNITED STATES CORPORATION COMPANY
110 N MAGNOLIA ST
TALLAHASSEE FL 32301

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHEPARD, JEFFREY	1.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	1.3 STREET ADDRESS	
CITY, ST, ZIP	MAHWAH NJ	1.4 CITY - ST - ZIP	
TITLE	VST <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FALKOFF, MARTIN	2.2 NAME	RANDALL S. PROFFITT
STREET ADDRESS	933 MACARTHUR BLVD.	2.3 STREET ADDRESS	
CITY, ST, ZIP	MAHWAH NJ	2.4 CITY - ST - ZIP	
TITLE	AT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOJNO, THOMAS	3.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD.	3.3 STREET ADDRESS	
CITY, ST, ZIP	MAHWAH NJ	3.4 CITY - ST - ZIP	
TITLE	AT <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAKAR, MANOHAR	4.2 NAME	
STREET ADDRESS	933 MACARTHUR BLVD	4.3 STREET ADDRESS	
CITY, ST, ZIP	MAHWAH NJ	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PALIZZI, ANTHONY	5.2 NAME	
STREET ADDRESS	3100 W BIG BEAVER	5.3 STREET ADDRESS	
CITY, ST, ZIP	TROY MI	5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	MAUREEN RICHARDS
STREET ADDRESS		6.3 STREET ADDRESS	933 MACARTHUR BLVD.
CITY, ST, ZIP		6.4 CITY - ST - ZIP	MAHWAH, N.J. 07430

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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JAN 10 1997 (201) 934-2000

CR2E034 (9/96)