

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**May 27 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morihama
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # J53059 (8)
1. Corporation Name
MEMORIES INVESTMENTS, INC.



Principal Place of Business
**2650 SW 137 TERR.
DAVIE FL 33330
US**

Mailing Address
**2650 SW 137 TERR.
DAVIE FL 33330-1132
US**

3. Date Incorporated or Qualified 01/22/1987	3a. Date of Last Report 04/12/1996
4. FEI Number 59-2772210	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 3998 HAWES FORD ROAD	26. 3998 HAWES FORD ROAD
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22. MONETA, VA	27. SUITE 309
City & State	City & State
23. 24121	28. 33176
Zip	Zip
24. 24121	29. 24121
Country	Country

9. Name and Address of Current Registered Agent
**NICKERSON, BRUCE L.
2650 SW 137 TERR.
DAVIE FL 33330**

10. Name and Address of New Registered Agent

81. Name BRUCE L. NICKERSON EDUARDO E. GADCA
82. Street Address (P.O. Box Number is Not Acceptable) 3998 HAWES FORD ROAD 10689 N. KENDALL DR.
83. SMITH MOUNTAIN LAKE SUITE 309
84. City MONETA VA MIAMI FL
85. Zip Code 24121

11. Pursuant to the provisions of Sections 607.0507 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]* C.P.A. DATE **5-16-97**

12. OFFICERS AND DIRECTORS		DELETE
TITLE	P NICKERSON, BRUCE	<input type="checkbox"/>
NAME	2650 SW 137 TERR.	
STREET ADDRESS	DAVIE FL	
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS	3998 HAWES FORD ROAD		
1.4 CITY-ST-ZIP	MONETA, VA 24121		
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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 reports 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]*

CR2E034 (9/96)