DUE NOW: FILING FEE AFTER MAY 1ST IS $550.00

FLORIDA PROFIT/NON-PROFIT CORPORATION ANNUAL REPORT

1999

DOCUMENT # J69121

Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

99 MAR 26 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avborne Accessory Group, Inc.

Principal Place of Business
7500 NW 26 Street
Miami, FL 33122

Mailing Address
c/o Legal Dept.
2665 S. Bayshore Drive, 8th Fl
Miami, FL 33133

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt. # etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified
04/24/87

4. FEI Number
59-2806937
[ ] Applied For
[ ] Not Applicable

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 owes the current year Intangible Personal Property Tax [X] Yes [ ] No

9. Name and Address of Current Registered Agent

Peter W. Klein
c/o Trivest, Inc.
2665 S. Bayshore Drive, 8th Floor
Miami, FL 33133

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

D
Edwin W. Parkinson
7500 NW 26 Street
Miami, FL 33122 [ ] DELETE

D/T/AS
Richard L. Dunn
7500 NW 26 St.
Miami, FL 33122 [ ] DELETE

D/P
J. Rafael Montalvo, III
7500 NW 26 St.
Miami, FL 33122 [ ] DELETE

D/EVP
Eduardo Montalvo
7500 NW 26 St
Miami, FL 33122 [ ] DELETE

D/VP
Derek A. McDowell
2665 S. Bayshore Drive, 8th Floor
Miami, FL 33133 [ ] DELETE

S
Peter W. Klein
2665 S. Bayshore Drive, 8th Floor
Miami, FL 33133

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

AS
Marilyn D. Kuffner
2665 S. Bayshore Drive, 8th Floor
Miami, FL 33133 [ ] Change [ ] Addition

AS
Dale A. Stohr
2665 S. Bayshore Drive, 8th Floor
Miami, FL 33133 [ ] Change [ ] Addition

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****150.00 ****150.00

I 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 report or supplemental annual report is true and accurate and that my signature shall serve as the signature required of that 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, with all other like empowered.

SIGNATURE: , Marilyn D. Kuffner, Asst. Sec. 4-13-99 305/858-2200