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Apr 07 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 # K29203 (2)
1. Corporation Name
MI-DEAR CORP.



Principal Place of Business Mailing Address
1108 KANE CONCOURSE SUITE 307 BAY HARBOR ISLANDS FL 33154
1108 KANE CONCOURSE SUITE 307 BAY HARBOR ISLANDS FL 33154-2068

3. Date Incorporated or Qualified 07/21/1988
3a. Date of Last Report 04/22/1996

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 25 29 30
4. FEI Number 65-0073474 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent WEITHORN, JEFFREY
1221 BRICKELL AVE
MIAMI FL 33131
10. Name and Address of New Registered Agent
81 Name Steven Katz, Esq.
82 Street Address (P.O. Box Number is Not Acceptable) 515 E. Las Olas Blvd., Ste 1500
83
84 City Ft. Lauderdale FL 85 Zip Code 33301

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: *Stephen Katz* DATE: 3/7/97
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DV MICHELSON, ROGER	1.2 NAME	
STREET ADDRESS	1108 KANE CONCOURSE #307	1.3 STREET ADDRESS	
CITY-ST-ZIP	BAY HBR ISLANDS FL	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DPT MICHELSON, EDWARD	2.2 NAME	
STREET ADDRESS	1108 KANE CONCOURSE #307	2.3 STREET ADDRESS	
CITY-ST-ZIP	BAY HBR ISLANDS FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DS MICHELSON, BRUCE	3.2 NAME	
STREET ADDRESS	1108 KANE CONCOURSE 307	3.3 STREET ADDRESS	
CITY-ST-ZIP	BAY HARBOR ISLANDS FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Edward Michelson* DATE: MAR 14 1997 DAYTIME PHONE #: 305-868-8300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)