

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

APPROVED
AND
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97 AUG -7 PM 3:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K38709 (7)
1. Corporation Name

Wood, Offer & Associates, Inc.

Principal Place of Business Mailing Address
888 East Las Olas Blvd.
Third Floor
Fort Lauderdale, Fla 33301

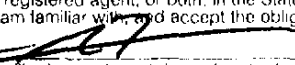
2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	10/13/1988	
22 City & State	27 City & State	4. FEI Number	Applied For
23 Zip	28 Zip	65-0150985	Not Applicable
24 Country	29 Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
	30	<input checked="" type="checkbox"/> X	
		6. Election Campaign Financing	\$5.00 May Be Added to Fees
		Trust Fund Contribution	<input type="checkbox"/>
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name	Anthony W. Pellegrino
82 Street Address (P.O. Box Number is Not Acceptable)	Suite 723
83	2400 East Commercial Blvd.
84 City	Ft. Lauderdale
85 Zip Code	FL 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  DATE 8/4/97

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	NAME	1.1 TITLE	1.2 NAME
	DEPT Wood, Merle A. III		200002262232--6
STREET ADDRESS	888 East Las Olas Blvd. 3d Fl	1.3 STREET ADDRESS	-08/08/97--01125--006
CITY-ST-ZIP	Ft. Lauderdale, Fla 33301	1.4 CITY-ST-ZIP	****173.75 ****173.75
TITLE	NAME	2.1 TITLE	2.2 NAME
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	3.2 NAME
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	4.2 NAME
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	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:  DATE 8/4/97 954525-5111

Signature typed or printed name of signing officer or director

DATE

Daytime Phone #

CR2E034 (9/96)

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PELLEGRINO & ASSOCIATES, P. A.

SUITE 723 - COASTAL TOWER
2400 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

(954) 771-5050
FACSIMILE (954) 771-7050

ANTHONY W. PELLEGRINO, ESQ.
ALSO ADMITTED IN MASSACHUSETTS

OF COUNSEL
JEFFREY SETH SELZER, P. A.

MASSACHUSETTS ADDRESS:
2 HINCKLEY ROAD
HYANNIS, MASSACHUSETTS 02601
(508) 771-2777

August 6, 1997

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Re: MAWIII, INC.
M.A. Wood, Inc,
Merle Wood & Associates, Inc.
MBBY, Inc.
Wood, Offer & Associates, Inc.
Claire, Inc.

Dear Sir/Madam:

The undersigned is general counsel to the above-referenced corporations, as well as their Registered Agent. Enclosed please find the original Profit Corporation Annual Report(s). The corporations did not receive either the initial Annual Report or the second notice. Therefore, I contacted your office to determine whether the same were sent and to request blank forms for completion.

All of the above-referenced corporations moved from 1535 SE 15th Street, Suite 206, Fort Lauderdale, Florida, to 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida, in or about March 1996. Unfortunately, all six (6) of the corporations did not receive their "blank" 1997 For Profit Annual Reports. The error was discovered through a docketing system that insures that the August 7, 1997 deadline (established for last year) would not be missed.

We suspect that due to the move of the corporations all of which shared the same address, and now share a common address, that either the records of the corporations were updated by your offices at a time during the move or that the United States Post Office did not deliver the 1997 Annual Reports to the new address, 888 East Las Olas Boulevard, Third Floor, Fort Lauderdale, Florida.

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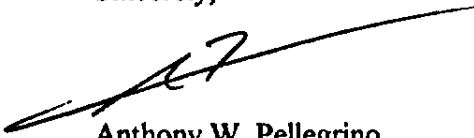
Department of State
Division of Corporations
August 6, 1997
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It is possible that the Post Office erred in delivery as a result of the six (6) corporations sharing only one (1) address. Parenthetically, the directory on the building only lists one of the six corporations and we have not only notified our local mail carrier but have asked the landlord to change the directory, accordingly.

While we do not desire to place blame upon anyone, including our bookkeeper in charge, we did not purposefully fail to meet the deadline within which to file the Annual Reports and therefore respectfully request to be relieved from the penalty that could be imposed upon the corporations. I have therefore enclosed six (6) checks, in the amount of \$173.50 each, the amount of the filing fee without the penalty portion and the fee for a Certificate of Status.

I hope this letter excuses the failure of the six corporations as set forth above to file a "timely" *1997 Annual Report* and that you will accept the \$165.00 filing fee for this year. I understand that the corporations will not be administratively dissolved until September of this year and therefore, if you have any questions regarding this letter or need additional information or documentation prior to the date of dissolution, please contact me. Thank you for your attention and professional cooperation.

Sincerely,



Anthony W. Pellegrino

AWP/tlf