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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

CORPORATION ANNUAL REPORT 1995		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L15642 (6)

1. Corporation Name
THE SHOPS OF BOCA, INC.

Principal Place of Business 11811 NORTH FREEWAY, SUITE 630 HOUSTON TX 77060	Mailing Address 11811 NORTH FREEWAY, SUITE 630 HOUSTON TX 77060
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/08/1989	3a. Date of Last Report 05/01/1994
4. FEI Number 58-1859867	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. 11811 North Freeway	26. 11811 North Freeway
Suite, Apt. #, etc. 22. Suite 300	Suite, Apt. #, etc. 27. Suite 300
City & State 23. _____	City & State 28. _____
Zip 24. _____	Country 25. _____
29. _____	30. _____

9. Name and Address of Current Registered Agent

**MIKES, JAMES R
% RUDNICK & WOLFE
101 E. KENNEDY BLVD., SUITE 2000
TAMPA FL 33602**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83 _____	
84 City	

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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY, ST, ZIP	DPS RUSCA, FAUSTO C. 11811 NORTH FWY, #630 HOUSTON TX	1. TITLE 2. NAME 3. STREET ADDRESS 4. CITY, ST, ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 11811 NORTH FREEWAY # 300 HOUSTON, TX 77060
TITLE NAME STREET ADDRESS CITY, ST, ZIP	VT TOMBARI, MICHAEL G. 11811 NORTH FWY, #630 HOUSTON TX	5. TITLE 6. NAME 7. STREET ADDRESS 8. CITY, ST, ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 11811 North Freeway, #300 Houston, Texas 77060
TITLE NAME STREET ADDRESS CITY, ST, ZIP		9. TITLE 10. NAME 11. STREET ADDRESS 12. CITY, ST, ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY, ST, ZIP		13. TITLE 14. NAME 15. STREET ADDRESS 16. CITY, ST, ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY, ST, ZIP		17. TITLE 18. NAME 19. STREET ADDRESS 20. CITY, ST, ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 197, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Michael G. Tombari *[Signature]* **3/28/95 (713) 820-0747**

SIGNATURE AND TYPED OR PRINTED NAME OF MONITORING OFFICER OR DIRECTOR