

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

FILED  
Jun 04 1998 8:00am  
Secretary of State

|                                                                                                                            |  |                                                                                                                                                                                                    |  |
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| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1997 1998</b>                                                      |  |  <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| <b>DOCUMENT # L65730</b>                                                                                                   |  |                                                                                                                                                                                                    |  |
| <b>1. Corporation Name</b><br><b>GOFF'S FINE JEWELRY, INC.</b><br><b>8942 PENSACOLA BLVD</b><br><b>PENSACOLA, FL 32534</b> |  |                                                                                                                                                                                                    |  |
| <b>2. Principal Place of Business</b><br><b>SAME AS ABOVE</b>                                                              |  | <b>3a. Date of Last Report</b><br><b>1997</b>                                                                                                                                                      |  |

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| <b>2. Principal Place of Business</b><br><b>21</b> State Apt # etc.<br><b>22</b> City & State<br><b>23</b> Zip<br><b>24</b> Country |  | <b>2a. Mailing Address</b><br><b>25</b> State Apt # etc.<br><b>26</b> City & State<br><b>27</b> Zip<br><b>28</b> Country |  |
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| <b>3. Date Incorporated or Qualified</b><br><b>4-9-90</b>                                                                                                           | <b>3a. Date of Last Report</b><br><b>1997</b> |
| <b>4. FEI Number</b><br><b>59-3009267</b>                                                                                                                           | <b>Applied Fee</b><br>Not Applicable          |
| <b>5. Certificate of Status Desired</b> <input type="checkbox"/>                                                                                                    | <b>\$8.75 Additional Fee Required</b>         |
| <b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/>                                                                              | <b>\$5.00 May Be Added to Fees</b>            |
| <b>8. This corporation has liability for intangible tax under s. 199.002, Florida Statutes.</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                               |

|                                                                                                                                            |  |
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| <b>9. Name and Address of Current Registered Agent</b><br><b>DONNA M. GOFF</b><br><b>8942 PENSACOLA BLVD</b><br><b>PENSACOLA, FL 32534</b> |  |
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| <b>10. Name and Address of New Registered Agent</b><br><b>81 Name</b><br><b>82 Street Address (P.O. Box Number is Not Acceptable)</b><br><b>83</b><br><b>84 City</b> <b>FL</b> <b>85</b> Zip Code |  |
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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.

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| <b>SIGNATURE</b><br>Signature of officer or director of corporation, and title of signatory. (NOTE: Registered Agent signature required when making change.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | <b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b><br><input type="checkbox"/> Change <input type="checkbox"/> Addition |  |
| <b>12. OFFICERS AND DIRECTORS</b><br><input type="checkbox"/> DELETE<br><b>1.1 TITLE</b><br><b>1.2 NAME</b><br><b>1.3 STREET ADDRESS</b><br><b>1.4 CITY-ST-ZIP</b><br><input type="checkbox"/> DELETE<br><b>2.1 TITLE</b><br><b>2.2 NAME</b><br><b>2.3 STREET ADDRESS</b><br><b>2.4 CITY-ST-ZIP</b><br><input type="checkbox"/> DELETE<br><b>3.1 TITLE</b><br><b>3.2 NAME</b><br><b>3.3 STREET ADDRESS</b><br><b>3.4 CITY-ST-ZIP</b><br><input type="checkbox"/> DELETE<br><b>4.1 TITLE</b><br><b>4.2 NAME</b><br><b>4.3 STREET ADDRESS</b><br><b>4.4 CITY-ST-ZIP</b><br><input type="checkbox"/> DELETE<br><b>5.1 TITLE</b><br><b>5.2 NAME</b><br><b>5.3 STREET ADDRESS</b><br><b>5.4 CITY-ST-ZIP</b><br><input type="checkbox"/> DELETE<br><b>6.1 TITLE</b><br><b>6.2 NAME</b><br><b>6.3 STREET ADDRESS</b><br><b>6.4 CITY-ST-ZIP</b> |  | <b>600002553206</b><br><b>-06/09/98--01077--030</b><br><b>***150.00</b>                                                           |  |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(3)(c), 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 Book 12 or Book 13 if changed, or on an attachment with an address.

**SIGNATURE:** *Donna M. Goff* / **DONNA M. GOFF** **4-25-98** **(850) 479-9774**

CP2E034 (9/95)