

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

FILED  
May 01 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Morlham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **L80284** (7)  
1. Corporation Name  
**BROWNSVILLE SHOE SHOP, INC.**

Principal Place of Business <b>C/O RODGER D. SMITH 2612 W CERVANTES ST PENSACOLA FL 32505 US</b>	Mailing Address <b>C/O RODGER D. SMITH 2612 W CERVANTES ST PENSACOLA FL 32505 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/12/1990</b>	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	30	4. FEI Number <b>59-3023356</b>	Applied For Not Applicable
22 City & State	27	28 City & State	30	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. Name and Address of Current Registered Agent <b>SMITH, RODGER D. 2612 W CERVANTES ST PENSACOLA FL 32505</b>				10. Name and Address of New Registered Agent	
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.				81 Name	
SIGNATURE				82 Street Address (P.O. Box Number is Not Acceptable)	
(NOTE: Registered Agent signature required when reinstating)				83	
DATE				84 City	
				FL 85 Zip Code	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SMITH, RODGER D.</b>	1.2 NAME	
STREET ADDRESS	<b>10400 TOWER RIDGE RD</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PENSACOLA FL</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SMITH, CYNTHIA T.</b>	2.2 NAME	
STREET ADDRESS	<b>10400 TOWER RIDGE RD</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PENSACOLA FL</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: *Cynthia T. Smith* 4/24/98 850-438-9844

CR2E034 (10/97)