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Apr 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra P. Mortimer Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L83909 (6)
 1. Corporation Name
CONTACT LENS DISCOUNT CENTER, INC.



Principal Place of Business	Mailing Address
802 CLINT MOORE ROAD STE 108 BOCA RATON FL 33487 US	802 CLINT MOORE ROAD STE 108 BOCA RATON FL 33487 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21 Same as above	26 Same as above	06/27/1990	65-0225502	Not Applicable
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees	
23 City & State	28 City & State	6. Election Campaign Financing	<input type="checkbox"/> Trust Fund Contribution <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 Zip	29 Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input type="checkbox"/> No	
25 Country	30 Country			

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
COOKE, BRIAN J. 249 ROYAL PALM WAY SUITE 600 PALM BEACH FL 33480 Joe H. Feldman P.A. 4800 N. Federal Hwy Sanctuary Ste 207 Boca Raton 33487-5178	81 Name Joe H. Feldman P.A. 82 Street Address (P.O. Box Number is Not Acceptable) Sanctuary Centre Tower D Ste 207 83 4800 N. Federal Hwy 84 City Boca Raton FL 85 Zip Code 33487

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 *[Signature]* (NOTE: Registered Agent's signature required when reinstating) DATE 11/12/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	President
NAME	ESTERLITZ, VICTOR	1.2 NAME	Gordon, Minny
STREET ADDRESS	285 WEST 74TH PLACE	1.3 STREET ADDRESS	902 Clint Moore Rd Ste 100
CITY-ST-ZIP	HIALEAH FL	1.4 CITY-ST-ZIP	Boca Raton FL 33487
TITLE	T	2.1 TITLE	Treasurer
NAME	GORDON, MINDY	2.2 NAME	Esterlitz, Victor
STREET ADDRESS	21045 COMMERCIAL TRAIL	2.3 STREET ADDRESS	285 W. 74th Pl.
CITY-ST-ZIP	BOCA RATON FL	2.4 CITY-ST-ZIP	Hialeah FL 33014
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	400002485294
NAME		6.2 NAME	-04/21/98--01057--012
STREET ADDRESS		6.3 STREET ADDRESS	***150.00
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 *[Signature]* DATE 11/12/98

CR2E034 (10/97)