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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M02989 (5)
1. Corporation Name
CARES SEWING CENTERS, INC.

Principal Place of Business
807 NORTH MIAMI AVE.
MIAMI FL 33128

Mailing Address
207 NORTH MIAMI AVE.
MIAMI FL 33128-1827

FILED
May 13 1997 8:00am
Secretary of State



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/20/1984		3a. Date of Last Report 07/05/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 59-2426547		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		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 EDUARTEZ, JOSE C. 207 N. MIAMI AVE. MIAMI BEACH FL				10. Name and Address of New Registered Agent			
				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City FL 85 Zip Code			

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD REQUEJO, MRS. CARMEN	1.1 TITLE	
NAME	4708 ALTON ROAD	1.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD EDUARTEZ, ESTELA J.	2.1 TITLE	
NAME	1500 NE 13 PL.	2.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	SD RAMOS, CARMEN M.	3.1 TITLE	
NAME	2040 ALTON RD.	3.2 NAME	
STREET ADDRESS	MIAMI BCH. FL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	TD EDUARTEZ, JOSE C.	4.1 TITLE	
NAME	1500 NE 13 PL.	4.2 NAME	
STREET ADDRESS	MIAMI BEACH FL	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	
NAME		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 _____

CR2E034 (9/96)