

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

FILED
Feb 16 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # M16761 (2)
1. Corporation Name
CARTER EXOTICS, INC.

Principal Place of Business
6720 162ND PLACE SOUTH
DELRAY BEACH FL 33446
US

Mailing Address
C/O GRUBER AND ASSOCIATES, P.A.
1650 S 17TH ST., SUITE 301
FT LAUDERDALE FL 33316-1735
US



DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		06/14/1985	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		65-0102599	
24 Country		29 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
ROSE, C. DAVID C/O GRUBER AND ASSOCIATES, P.A. 1650 S 17TH ST., SUITE 301 FT. LAUDERDALE FL 33316-1735				81 Name ROSE, C. DAVID			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83 1650 Southeast 17th Street, Suite 301			
				84 City Fort Lauderdale			
				85 Zip Code FL 33316-1735			

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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	DP	<input type="checkbox"/> DELETE		11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ROSE, C. DAVID			12 NAME			
STREET ADDRESS	6548 SERENA LANE			13 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL 33433			14 CITY-ST-ZIP			
TITLE	STD	<input type="checkbox"/> DELETE		21 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ROSE, VICTORIA L.			22 NAME			
STREET ADDRESS	6548 SERENA LANE			23 STREET ADDRESS			
CITY-ST-ZIP	BOCA RATON FL 33433			24 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				32 NAME			
STREET ADDRESS				33 STREET ADDRESS			
CITY-ST-ZIP				34 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				42 NAME			
STREET ADDRESS				43 STREET ADDRESS			
CITY-ST-ZIP				44 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				52 NAME			
STREET ADDRESS				53 STREET ADDRESS			
CITY-ST-ZIP				54 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				62 NAME			
STREET ADDRESS				63 STREET ADDRESS			
CITY-ST-ZIP				64 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: _____

1/23/98 964-522-2222

CR2E034 (10/97)