

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

FILED
Mar 14 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # M19828 (6)
1. Corporation Name
ATLANTIC FOOTWEAR OF FLORIDA, INC.

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| Principal Place of Business 40 ATLANTIC FOOTWEAR 12250 S.W. 128 ST. MIAMI FL 33186 US | Mailing Address 40 ATLANTIC FOOTWEAR 12250 S.W. 128 ST. MIAMI FL 33186-5419 US |
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|--------------------------------|------------|------------------------|------------|--|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 08/26/1985 | 3a. Date of Last Report 01/23/1996 |
| 21 | | 26 | | 4. FEI Number 59-2572552 | Applied For Not Applicable |
| 22 Suite, Apt. #, etc. | | 27 Suite, Apt. #, etc. | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 23 City & State | | 28 City & State | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 24 Zip | 25 Country | 29 Zip | 30 Country | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | |
|--|--|---|----------------|
| 9. Name and Address of Current Registered Agent CUTLER, RACHEL 12250 S.W. 128TH STREET MIAMI FL 33186 | | 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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

| | | | |
|----------------------------|------------------------------------|---|---|
| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE | PD <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CUTLER, RACHEL | 1.2 NAME | |
| STREET ADDRESS | 12250 S.W. 128TH STREET | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL | 1.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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 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: *Rachel Cutler* 3-10-97 305 251-8151

CR2E034 (9/96)