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**Jan 27 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # M40298 (5)

1. Corporation Name
SMALL SHOPS, INC.



Principal Place of Business: **C/O JOHN O. SUTTON, P.A. 2655 LE JEUNE ROAD., PH-II CORAL GABLES FL 33134**
Mailing Address: **C/O JOHN O. SUTTON, P.A. 2655 LE JEUNE ROAD., PH-II CORAL GABLES FL 33134-5832**

3. Date Incorporated or Qualified: **10/17/1986**
3a. Date of Last Report: **03/05/1996**
4. FEI Number: **NOT APPLICABLE**
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City, State, Zip, and Country.

9. Name and Address of Current Registered Agent: **SUTTON, JOHN O 2655 LE JEUNE ROAD, PH 2 CORAL GABLES FL 33134**
10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONDE, GUSTAVO	1.2 NAME	
STREET ADDRESS	C/O 2655 LEJEUNE RD., PH-II	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL 33134	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONDE, ENRIQUE	2.2 NAME	
STREET ADDRESS	C/O 2655 LEJEUNE RD., PH-II	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL 33134	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE SILVA, V. CONDE	3.2 NAME	
STREET ADDRESS	C/O 2655 LEJEUNE RD., PH-II	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL 33134	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: _____ (with handwritten signature) DATE: **1/17/97**

CR2E034 (9/96)