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Feb 28 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 # M73123 (5)

1. Corporation Name  
COVER-UP KITCHENWARE, INC.



Principal Place of Business  
C/O THOMAS A. RAISHE  
18235 JUPITER LANDINGS DRIVE  
JUPITER FL 33458

Mailing Address  
C/O THOMAS A. RAISHE  
18235 JUPITER LANDINGS DRIVE  
JUPITER FL 33458-3356

3. Date Incorporated or Qualified 03/16/1988	3a. Date of Last Report 06/11/1996
4. FEI Number 65-0105903	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

9. Name and Address of Current Registered Agent RAISHE, THOMAS A. 18235 JUPITER LANDINGS DRIVE JUPITER FL 33458	10. Name and Address of New Registered Agent 81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. City 84. State 85. Zip Code
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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	1.1 TITLE	P/M
NAME	ARNOLD, EDWARD G.	1.2 NAME	RAISHE THOMAS A.
STREET ADDRESS	7075 S. LAKE DRIVE	1.3 STREET ADDRESS	18235 JUPITER LANDS. DR.
CITY-ST-ZIP	WEST PALM BCH. FL	1.4 CITY-ST-ZIP	JUPITER, FL
TITLE	VP	2.1 TITLE	V.
NAME	RAISHE, THOMAS A	2.2 NAME	RAISHE THOMAS DAVID
STREET ADDRESS	18235 JUPITER LANDING DR	2.3 STREET ADDRESS	18235 JUPITER LANDS. DR.
CITY-ST-ZIP	JUPITER FL	2.4 CITY-ST-ZIP	JUPITER FL
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	
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: Thomas A. Raishe 2-24-97 (541) 747 6962  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)