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Mar 03 1997 8:00 am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # M90067 (3)			
1. Corporation Name CARPETMASTERS, INC.			
Principal Place of Business 2250 NE 3RD WAY SUITE 11 BOCA RATON FL 33431 US		Mailing Address 2250 NE 3RD WAY SUITE 11 BOCA RATON FL 33431-0023 US	
2. Principal Place of Business 21 2250 N.E. 3d Way Suite, Apt. #, etc. 22 City & State 23 Boca Raton, FL Zip 24 33431 Country 25 US		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30	
9. Name and Address of Current Registered Agent MASSELLI, MICHAEL 690 KINGSBRIDGE ST. SUITE 11 BOCA RATON FL 33487			
10. Name and Address of New Registered Agent 81 Name Michael Masselli 82 Street Address (P.O. Box Number is Not Acceptable) 83 2250 N.E. 3rd Way 84 City Boca Raton, FL 85 Zip Code 33431			
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 of agent 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 NAME STREET ADDRESS CITY - ST - ZIP	PD MASSELLI, MICHAEL 690 KINGSBRIDGE ST BOCA RATON FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	Michael Masselli 2250 N.E. 3d Way Boca Raton, FL 33431
TITLE NAME STREET ADDRESS CITY - ST - ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	500002103895 -03/04/97--01075--031 ***173.75
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: Michael Masselli		Date 2/21/97 Daytime Phone 994-3358	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			



CR2E034 (9/96)