

FILE NOW: FILING FEE IS \$61.25

NONPROFIT
CORPORATION
ANNUAL REPORT
1997FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONSFILED
Mar 27 1997 8:00am
Secretary of State**DOCUMENT # N95000003171 (4)**

1. Corporation Name

OPPORTUNITIES, INC.

Principal Place of Business

Mailing Address

**1110 BRICKELL AVENUE STE 407
MIAMI FL 33131****1110 BRICKELL AVENUE STE 407
MIAMI FL 33131-3135**

3. Date Incorporated or Qualified

06/29/1995

3a. Date of Last Report

09/23/1996

2. Principal Place of Business

2a. Mailing Address

21**26**

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22**27**

City & State

City & State

23**28**

Zip

Country

Zip

Country

24**25****29****30**

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**HEYMAN, HARRIS J ESQ.
1110 BRICKELL AVENUE STE 407
MIAMI FL 33131****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 617.0502 and 617.1508, 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 617.0503, 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	PTSD	<input type="checkbox"/> DELETE
NAME	HEYMAN, HARRIS J	
STREET ADDRESS	5830 SW 57TH AVENUE, #204	
CITY - ST - ZIP	MIAMI FL 33143	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	

TITLE	D	<input type="checkbox"/> DELETE
NAME	NISEN, AMY	
STREET ADDRESS	4199 ELLENSBURG DRIVE	
CITY - ST - ZIP	DALLAS TX 75244	

2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	

TITLE	D	<input type="checkbox"/> DELETE
NAME	WALKER, FERN	
STREET ADDRESS	873 GARRISON AVENUE	
CITY - ST - ZIP	TEANECK NJ 07666	

3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

HARRIS J. HEYMAN

Date

1-6-97

Daytime Phone # 0026627

CR2E037 (9/96)