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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N95000004674

1. Corporation Name
MEMORIES, INC.

Principal Place of Business
 1942 NORTHEAST 6TH COURT
 NO. J-300
 FT. LAUDERDALE FL 33304

Mailing Address
 1942 NORTHEAST 6TH COURT
 NO. J-300
 FT. LAUDERDALE FL 33304



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		09/19/1995	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0618696	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Country		29	
24		30		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
PHILLIPS, DOROTHY A 1942 NORTHEAST 6TH COURT NO. J-300 FT. LAUDERDALE FL 33304				81 Name		85 Zip Code	
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City		FL	

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

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	PHILLIPS, DOROTHY A	1.2 NAME	
STREET ADDRESS	1942 N.E. 6TH CT.	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL 33304	1.4 CITY-ST-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOGGS, GEORGE W	2.2 NAME	
STREET ADDRESS	4020 GALT OCEAN DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL 33308	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLICK, VICTOR	3.2 NAME	
STREET ADDRESS	2021 OCEAN DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA ROSA CA	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOGGS, LEE	4.2 NAME	
STREET ADDRESS	4020 GALT OCEAN DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEMARCO, RONALD D	5.2 NAME	
STREET ADDRESS	5702 NW 47TH LN.	5.3 STREET ADDRESS	
CITY-ST-ZIP	TAMARRAC FL 33321	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BABS, KENT	6.2 NAME	
STREET ADDRESS	401 GOLDEN ISLES DR.	6.3 STREET ADDRESS	
CITY-ST-ZIP	HALLENDALE FL	6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: *Katherine Harris* DATE: April 1, 1999 (954) 462-2428

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