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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P20943

1. Corporation Name

BISCAYNE APPAREL INTERNATIONAL, INC.

Principal Place of Business

1373 BROAD ST.
THIRD FLOOR
CLIFTON NJ 07013

Mailing Address

2665 SOUTH BAYSHORE DR.
SUITE 800
MIAMI FL 33133

2. Principal Place of Business

21 2665 S. Bayshore Dr.

Suite, Apt. #, etc

22 Suite 800

City & State

23 Miami, FL

Zip

24 33133

Country

2a. Mailing Address

26 Suite, Apt. #, etc

27 Suite, Apt. #, etc

City & State

28 Miami, FL

Zip

29 33133

Country

30

9. Name and Address of Current Registered Agent

KLEIN, PETER W.
2665 SOUTH BAYSHORE DRIVE
8TH FLOOR
MIAMI FL 33133

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 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, typed or printed name of registered agent and title of agent, if applicable.

(NOTE: Registered Agent signature is required when changing agent.)

DATE

12. OFFICERS AND DIRECTORS

11 TITLE [] DELETE

NAME POWELL, EARL W.

STREET ADDRESS 2665 SOUTH BAYSHORE DRIVE, 8TH FLOOR

CITY-ST-ZIP MIAMI FL

12 TITLE [] DELETE

NAME D

STREET ADDRESS 2665 SOUTH BAYSHORE DRIVE, 8TH FLOOR

CITY-ST-ZIP MIAMI FL 33133

13 TITLE [] DELETE

NAME S

STREET ADDRESS KUFFNER, MARILYN D.

CITY-ST-ZIP 2665 S BAYSHORE DR, 8TH FLOOR

MIAMI FL

14 TITLE [] DELETE

NAME PDT/CFO

STREET ADDRESS VANDENBERG, PETER JR

CITY-ST-ZIP 1373 BROAD STREET, THIRD FLOOR

CLIFTON NJ

15 TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

16 TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

17 TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13.

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

VP - FINANCE [] Change [] Addition

RICHARD SEIBERT

1900 NW CORPORATE BLVD.

STE 400 E

BOCA RATON, FL [] Change [] Addition

5.00002823195--4

-03/30/99-01034-009

***150.00 ***150.00

[] Change [] Addition

2665 S. Bayshore Dr., MIAMI FL

[] Change [] Addition

[] Change [] Addition

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 607, 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:

[Signature]

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-22-99

305/858-2200

DATE

027114

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Directors, Officers Report

Biscayne Apparel International, Inc.

February 18, 1999

DIRECTORS

Phillip T. George, M.D. Director
Effective: June 29, 1987

Earl W. Powell Director
Effective: June 29, 1987

Peter Vandenberg, Jr. Director
Effective: March 06, 1997

OFFICERS

Earl W. Powell Chairman of the Board
Effective: June 29, 1987

Effective: December 24, 1996
Chief Executive Officer

Peter Vandenberg, Jr. President
Effective: December 24, 1996

Marilyn D. Kuffner Secretary
Effective: June 11, 1997

Richard Siebert Vice President of Finance - Varon Division
Effective: June 11, 1997

Peter Vandenberg, Jr. Treasurer
Effective: May 28, 1992

Effective: December 24, 1996
Chief Operating Officer

Effective: May 28, 1992
Chief Financial Officer