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FILED
May 09 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 # P93000059619 (5)

1. Corporation Name

MAXINE'S MODELS CLIQUE, INC.

Principal Place of Business

7795 W. FLAGLER ST
SUITE 44
MIAMI FL 33144
US

Mailing Address

7795 W. FLAGLER ST.
SUITE 44
MIAMI FL 33144-2367
US

3. Date Incorporated or Qualified
08/23/1993

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

4. FEI Number
65-0437456

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

ALVAREZ, JORGE A
8076 SW 133 PLACE
MIAMI FL 33183

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

2210 Country Club Prado

83 Coral Gables, FL 33134

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 fee if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD

NAME MITCHELL, MAXINE
STREET ADDRESS 8076 SW 133 PLACE
CITY-ST-ZIP MIAMI FL 33183

TITLE VSD

NAME ALVAREZ, JORGE A
STREET ADDRESS 8076 SW 133 PLACE
CITY-ST-ZIP MIAMI FL 33183

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS 2210 Country Club Prado

1.4 CITY-ST-ZIP Coral Gables, FL 33134

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS 2210 Country Club Prado

2.4 CITY-ST-ZIP Coral Gables, FL 33134

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

SIGNATURE

JORGE A. ALVAREZ

(305) 266-6263

4-25-97

CR2E034 (9/96)