FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1999

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

DOCUMENT # P94000005885

1. Corporation Name HOME GROWN THREADZ, INC.

Principal Place of Business | Mailing Address

000002895606--2
-06/04/99--01087--024
****300.00 ****150.00
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 3535 HIAWATHA AVE
Suite, Apt. #, etc.
22 B315
City & State
23 COCONUT GROVE FL.
Zip
24 33133
Country
25 DADE

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

3. Date Incorporated or Qualified 2/3/94

4. FEI Number 65-0540299 [ ] 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 owes the current year Intangible Personal Property Tax [ ] Yes [X] No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name ANIBAL J. DUARTE-VIERA
82 Street Address (P.O. Box Number is Not Acceptable) 3211 Ponce de Leon
83 # 202
84 City CORAL GABLES FL 85 Zip Code 33134

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 ANIBAL J. DUARTE-VIERA 5-25-99
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 / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	PRESIDENT / DIRECTOR. ESBERTO CARDENAS 3535 HIAWATHA AVE STE. B315 COCONUT GROVE, FL. 33133.	[X] Change [ ] Addition
TITLE	DIRECTOR	[X] DELETE	21 TITLE		[ ] Change [ ] Addition
NAME	PATRICIO G. DE TORRES		22 NAME		
STREET ADDRESS	1121 ADUANA AVE		23 STREET ADDRESS		
CITY-ST-ZIP	CORAL GABLES, FL. 33146		24 CITY-ST-ZIP		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP		[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP		[ ] Change [ ] Addition

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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: Esberto Cardenas ESBERTO CARDENAS 5/26/99, 305-854-9055.
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)