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Mar 14 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 # P94000008599 (0)

1. Corporation Name
MEMORABILIA, INC.

Principal Place of Business
1253 OLD OKEECHOBEE RD
B-8
WEST PALM BEACH FL 33401

Mailing Address
P.O. BOX 3244
PALM BEACH FL 33480-1444



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/03/1994		3a. Date of Last Report 05/01/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0466120		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
BROBERG, PETER S 223 PERUVIAN AVE PALM BEACH FL 33480				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 _____ DATE _____
(Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	1.2 NAME		
STREET ADDRESS	1.3 STREET ADDRESS		
CITY-ST-ZIP	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	2.2 NAME		
STREET ADDRESS	2.3 STREET ADDRESS		
CITY-ST-ZIP	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	3.2 NAME		
STREET ADDRESS	3.3 STREET ADDRESS		
CITY-ST-ZIP	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	4.2 NAME		
STREET ADDRESS	4.3 STREET ADDRESS		
CITY-ST-ZIP	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	5.2 NAME		
STREET ADDRESS	5.3 STREET ADDRESS		
CITY-ST-ZIP	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	6.2 NAME		
STREET ADDRESS	6.3 STREET ADDRESS		
CITY-ST-ZIP	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 recorder 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 addition with an address.

SIGNATURE: _____

James E. Dunn

2/18/97

(512) 823-2555

CR2E034 (9/96)