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Jun 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 # P94000057858 (0)

1. Corporation Name  
SOUTH BEACH SOLUTIONS INC.



Principal Place of Business  
320 NEWFOUND HARBOR DR  
MERRITT ISLAND FL 32952  
US

Mailing Address  
19 W 69TH ST  
SUITE 901  
NEW YORK NY 10023-4704  
US

3. Date Incorporated or Qualified  
08/04/1994

3a. Date of Last Report  
03/18/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 70 CHASE LAROSSA CPA'S P.C.

27 Suite, Apt. #, etc.

28 City & State

29 Zip Country

30 10018 USA

4. FEI Number  
65-0511638

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

FLOYD, BECKI  
320 NEWFOUND HARBOR DR  
MERRITT ISLAND FL 32952

10. Name and Address of New Registered Agent

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 if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P  
NAME EDWARDS, ELIZABETH  
STREET ADDRESS 19 W 69TH ST., STE. 901  
CITY-ST-ZIP NEW YORK NY

TITLE VP  
NAME EDWARDS, KEITH  
STREET ADDRESS 19 W 69TH ST., STE. 901  
CITY-ST-ZIP NEW YORK NY

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 EDWARDS, ELIZABETH  
1.2 NAME 520 WEST 218TH ST #1A  
1.3 STREET ADDRESS NEW YORK NY 10034  
1.4 CITY-ST-ZIP

2.1 TITLE EDWARDS, KEITH  
2.2 NAME 520 WEST 218TH ST #1A  
2.3 STREET ADDRESS NEW YORK NY 10034  
2.4 CITY-ST-ZIP

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE  
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]*

4/30/97

CR2E034 (9/96)