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Secretary of State

04-26-1999 90067 007 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000065539

1. Corporation Name

WHO'S LOOKIN'?, INC.



Principal Place of Business
 2775 W 62 PL
 STE 205
 HIALEAH FL 33016
 US

Mailing Address
 2775 W 62 PL
 STE 205
 HIALEAH FL 33016
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 601 NW 7TH A STREET		26		09/01/1994	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0515730	
City & State		City & State		Applied For	
23 MIAMI, FL		28		Not Applicable	
Zip		Country		5. Certificate of Status Desired	
24 33136		25 USA		27 \$8.75 Additional Fee Required	
29		30		6. Election Campaign Financing Trust Fund Contribution	
				7 \$5.00 May Be Added to Fees	
				8. This corporation owes the current year intangible Personal Property Tax.	
				Yes No	

9. Name and Address of Current Registered Agent

PICO, JESUS M
 2775 W 62 PL
 STE 205
 HIALEAH FL 33016

10. Name and Address of New Registered Agent

81 Name JAY F. PICO
 82 Street Address (P.O. Box Number is Not Acceptable) 2775 W. 62ND PL #205
 83
 84 City HIALEAH FL 85 Zip Code 33016

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, of 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

5-3-99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	Change Addition
NAME	PICO, JAY	1.2 NAME	
STREET ADDRESS	2775 W 62 PL, STE 205	1.3 STREET ADDRESS	
CITY-ST-ZIP	HIALEAH FL 33016	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	Change Addition
NAME	PICO, JAY F	2.2 NAME	JAY F. PICO
STREET ADDRESS	2495 W 80TH ST #6	2.3 STREET ADDRESS	2775 W. 62 PL #205
CITY-ST-ZIP	HIALEAH FL 33016	2.4 CITY-ST-ZIP	HIALEAH, FL 33016
TITLE	V	3.1 TITLE	Change Addition
NAME	PICO, CLAUDIA A	3.2 NAME	CLAUDIA A. PICO
STREET ADDRESS	2495 W. 80TH ST #6	3.3 STREET ADDRESS	2775 W. 62 PL #205
CITY-ST-ZIP	HIALEAH FL 33016	3.4 CITY-ST-ZIP	HIALEAH, FL 33016
TITLE		4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-20-99 305-903-6634

Date

Daytime Phone #

CR2E034 (11/98)