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Apr 21 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 # P94000077532 (7)

1. Corporation Name
BARRY AND CAROL HOLDINGS, INC.

Principal Place of Business
64 N.E. 73RD STREET
MIAMI FL 33138

Mailing Address
64 N.E. 73RD STREET
MIAMI FL 33138-5350



3. Date Incorporated or Qualified
10/21/1994
3a. Date of Last Report
04/23/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 65-0533850		Applied For <input type="checkbox"/> Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip		28 Zip		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24 Country		29 Country					
25		30					

9. Name and Address of Current Registered Agent

SCHATZ, RICHARD E
2200 MUSEUM TOWER
150 W FLAGLER STREET
MIAMI FL 33130

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARCH, BARRY	1.2 NAME	
STREET ADDRESS	64 N.E. 73RD STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33138	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARCH, CAROL	2.2 NAME	
STREET ADDRESS	64 N.E. 73RD STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33138	2.4 CITY-ST-ZIP	
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	
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	
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	
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 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: *Barry Karch* (Barry Karch) 4/10/97 3:30 PM 33138

CR2E034 (9/96)