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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000089016 (7)

1. Corporation Name

BROWNS & COMPANY APOTHECARY, INC.

Principal Place of Business

841 LINCOLN ROAD
MIAMI BEACH FL 33139

Mailing Address

841 LINCOLN ROAD
MIAMI BEACH FL 33139-2815

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip 25 Country 26 Zip 27 Country 28

9. Name and Address of Current Registered Agent

ROSSZ FIU CORPORATION
701 BRICKELL AVE.
SUITE 1200
MIAMI FL 33131

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)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	V GARY F BINGBERG 841 LINCOLN RD MIAMI BEACH, FLA. 33139	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
							<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
				<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
				<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
				<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
				<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
				<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

NIKKI MALLON.

(305) 532-8703.

Date

Daytime Phone #

CP2E034 (9/96)