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Feb 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 # P95000001648 (1)

1. Corporation Name  
ARJEWEL, INC.



Principal Place of Business  
6319 BRANDON STREET  
PALM BEACH GARDENS FL 33418-1492

Mailing Address  
6319 BRANDON STREET  
PALM BEACH GARDENS FL 33418-1492

3. Date Incorporated or Qualified 01/06/1995	3a. Date of Last Report 06/12/1996
4. FEI Number 65-0570003	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent  
CORPORATION INFORMATION SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	RICHARD RAMPELL
82 Street Address (P.O. Box Number is Not Acceptable)	122 NORTH COUNTY ROAD
83	
84 City	PALM BEACH
85 FL	Zip Code 33480

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 *Richard Ramplell* DATE 2/5/97  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	NORRIS, MARK	
STREET ADDRESS	<del>3002 GARDEN ST.</del>	
CITY-ST-ZIP	<del>BERKELEY CA</del>	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	ROGERS, ROBERT	
STREET ADDRESS	2055 EILENE DR.	
CITY-ST-ZIP	PLEASANTON CA	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	EPSTEIN, PAUL	
STREET ADDRESS	95 CLINTON RD	
CITY-ST-ZIP	BROOKLINE MA	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	WINER, MICHAEL	
STREET ADDRESS	6319 BRANDON STREET	
CITY-ST-ZIP	PALM BEACH GARDENS FL 33418-1492	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	FRANCIE COMEAU	
STREET ADDRESS	1408 PROVIDENCE HWY #224	
CITY-ST-ZIP	NORWOOD MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	59 WALNUT AVE
1.4 CITY-ST-ZIP	MILL VALLEY CA 94941
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 in an attachment with an address.

SIGNATURE: *M B Mortham* Sec'y 2/9/97 5616275865  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)