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FILED
Mar 20 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 # P95000019625 (9)

1. Corporation Name
POPULAR JEWELERS, INC.



Principal Place of Business
12250 S.W. 17TH LANE #103
MIAMI FL 33175

Mailing Address
12250 S.W. 17TH LANE #103
MIAMI FL 33175-1539

3. Date Incorporated or Qualified
03/10/1995

3a. Date of Last Report
04/30/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

4. FEI Number
65-0564310

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

FIALLO, FELIX A
12250 S.W. 17TH LANE #103
MIAMI FL 33175

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 of the person filing this report is required when reinstating.)

(NOTE: Registered Agent signature required when reinstating.)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	FIALLO, FELIX A	
STREET ADDRESS	12250 S.W. 17TH LANE #103	
CITY-ST-ZIP	MIAMI FL 33175	
TITLE	D	DELETE
NAME	FIALLO, MARIA C	
STREET ADDRESS	12250 S.W. 17TH LANE #103	
CITY-ST-ZIP	MIAMI FL 33175	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information submitted with this filing does not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. I further certify that the information included 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 registered or authorized agent to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 or on an attachment with an address.

SIGNATURE: *Felix A. Fiallo* FELIX A. FIALLO, PRES.

1/5/97

305-996-6873

Date

Daytime Phone #

0236717

CR2E034 (9/96)