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Feb 17 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 # P95000061905 (2)

1. Corporation Name

THE HAT WORKS, INC.



Principal Place of Business

1000 HOLLAND DRIVE STE 8
BOCA RATON FL 33487

Mailing Address

1000 HOLLAND DRIVE STE 8
BOCA RATON FL 33487-2723

3. Date Incorporated or Qualified

08/10/1995

3a. Date of Last Report

01/26/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

4. FEI Number

APPLIED FOR 65-0634812

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

KENNY, ROBERT F.
1000-8 HOLLAND AVE.
BOCA RATON FL 33487

10. Name and Address of New Registered Agent

81 Name Robert F KENNY

82 Street Address (P.O. Box Number is Not Acceptable)

10863 CANOE BROOK CIRCLE

83

84 City BOCA RATON

FL

85 Zip Code 33498

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 person printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

2/11/97

12. OFFICERS AND DIRECTORS

TITLE D
NAME KENNY, ROBERT F
STREET ADDRESS C/O 1000 HOLLAND DRIVE STE 8
CITY-ST-ZIP BOCA RATON FL 33487

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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STREET ADDRESS
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TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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 on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

2/11/97 561 994-3001

CR2E034 (9/96)