

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Jan 23 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 # P95000062646 (1)

1. Corporation Name
GET SMART 54, INC.



Principal Place of Business: 9820 HIGHWAY A1A ALTERNATE SUITE 206 PALM BEACH GARDENS FL 33410
Mailing Address: 9820 HIGHWAY A1A ALTERNATE SUITE 206 PALM BEACH GARDENS FL 33410-4933

3. Date Incorporated or Qualified: 08/11/1995
3a. Date of Last Report: 02/26/1996
4. FEI Number: 65-0599251
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MARCUS, PAUL R
8990 SOUTH WEST 77TH AVENUE
PENTHOUSE 1
MIAMI FL 33156

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE: D [] DELETE
2. NAME: BERNSTEIN, CAROLE
3. STREET ADDRESS: 9820 HIGHWAY A1A ALTERNATE, SUITE 206
4. CITY-ST-ZIP: PALM BEACH GARDENS FL 33410

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 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: *Carole Bernstein*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/17/97 (305) 378-0754
Date Daytime Phone #

CR2E034 (9/96)