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Apr 01 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000077039 (2)

1. Corporation Name  
CAROLINE OF AMERICA, INC.



Principal Place of Business 8941 SW 142ND AVE #26 MIAMI FL 33186 US	Mailing Address 8941 SW 142ND AVE #26 MIAMI FL 33186-1236 US
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3. Date Incorporated or Qualified 10/09/1995	3a. Date of Last Report 04/30/1996
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2. Principal Place of Business 21 847 N.W. 119 ST Suite, Apt. #, etc. 22 205 City & State 23 MIAMI FLORIDA Zip 24 33168 Country 25 USA	2a. Mailing Address 26 847 N.W. 119 ST Suite, Apt. #, etc. 27 205 City & State 28 MIAMI FLORIDA Zip 29 33168 Country 30 USA
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4. FEI Number 65-0613444	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

8. Name and Address of Current Registered Agent  
PAPADAKIS, ANTONIO  
8941 SW 142ND AVE  
#26  
MIAMI FL 33186

10. Name and Address of New Registered Agent	
81 Name SELMA MORONI	85 Zip Code 33168
82 Street Address (P.O. Box Number is Not Acceptable) 847 N.W. 119 ST	
83 # 205	
84 City MIAMI	85 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 *Selma Moroni* *SELMA MORONI* 3/27/97  
Signature typed or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD PAPADAKIS, ANTONIO 8941 SW 142ND AVE #26 MIAMI FL
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 is 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; that I have 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. In doing so, I am making a statement with my address.

SIGNATURE: *Antonio Papadakis* *ANTONIO PAPADAKIS* 3/13/97  
Signature typed or printed name of signing officer or director Date Daytime Phone #

0251010

CR2034 (9/96)