


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000093332 (1)

1. Corporation Name
GYM CLOTHES, INC.

Principal Place of Business 1521 ALTON ROAD #62 MIAMI BEACH FL 33139	Mailing Address 1521 ALTON ROAD #62 MIAMI BEACH FL 33139
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DO NOT WRITE IN THIS SPACE

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		3. Date Incorporated or Qualified 12/07/1995		3a. Date of Last Report 08/09/1996	
				4. FEI Number 65-0630615		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent

BENEDICT, THOMAS H
1521 ALTON ROAD #62
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

81 Name	MARIA PERREIRA
82 Street Address (P.O. Box Number is Not Acceptable)	933 WASHINGTON AVE.
83	MIAMI BEACH
84 City	FL
85 Zip Code	33139

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 *Sandra Mortham* (NOTE: Registered Agent signature required when reinstating) DATE 8-4-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D
NAME	BENEDICT, THOMAS H	1.2 NAME	MARIA PERREIRA
STREET ADDRESS	1521 ALTON ROAD #62	1.3 STREET ADDRESS	933 WASHINGTON AVE
CITY-ST-ZIP	MIAMI BEACH FL 33139	1.4 CITY-ST-ZIP	MIAMI BEACH, FL 33139
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	200002275412
STREET ADDRESS		4.3 STREET ADDRESS	-08/25/97--01012--024
CITY-ST-ZIP		4.4 CITY-ST-ZIP	***50.00
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	100002275411
STREET ADDRESS		6.3 STREET ADDRESS	-08/25/97--01012--023
CITY-ST-ZIP		6.4 CITY-ST-ZIP	***500.00

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.

CR2E034 (4/97)