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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000096919 (2)

1. Corporation Name
CARTER'S CAPERS INC.

Principal Place of Business
18501 WEST LAKE DR.
MIAMI FL 33015

Mailing Address
18501 WEST LAKE DR.
MIAMI FL 33015-2248

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 1304 N. DIVISION AVENUE

22 City & State

27 #B4
28 TACOMA, WA

23 Zip Country

29 98403 30 U.S.A.

3. Date Incorporated or Qualified

01/01/1996

3a. Date of Last Report

- NONE -

4. FEI Number

65-0636027

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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, typed or printed name of registered agent and fee, if applicable

(NOTE: Registered Agent signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
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TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	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	Change	Addition
D/P/K/T	E. CARTER - GALVIN	1304 N. DIVISION AVENUE - #B4	TACOMA, WA 98403		
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	Change	Addition
D/V/P	MARK E. GALVIN	1304 N. DIVISION AVENUE - B4	TACOMA, WA 98403		
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	Change	Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	Change	Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	Change	Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	Change	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 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:

E. Carter - Galvin, Pres.

4/14/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0122947

CR2E034 (9/96)