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Jan 29, 1999 8:00am
Secretary of State

0561261

PROFIT CORPORATION ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

01-29-1999 90059 040 ****150.00

DOCUMENT # P96000007374

1. Corporation Name
FRANCIS WATCHES, INC.



Principal Place of Business: 279 N.E. 1 ST. MIAMI FL 33132
Mailing Address: 279 N.E. 1 ST. MIAMI FL 33132

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 01/19/1996
4. FEI Number: 65-0635451
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.

2. Principal Place of Business (21-24)
2a. Mailing Address (26-29)
City & State (22, 28)
Zip (23, 29)
Country (24, 30)

9. Name and Address of Current Registered Agent
SHOMAR, JOSEPH
17439 N.W. 66TH CT.
MIAMI FL 33015

10. Name and Address of New Registered Agent
81 Name
82 Street Address
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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating). DATE

12. OFFICERS AND DIRECTORS
TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP
1. PSTD FRANCIS, JOVEN J, 6900 S.W. 88TH ST., APT. #205, MIAMI FL 33143

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 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, with all other like empowered.

SIGNATURE: [Signature] REQUIRED
Date: JAN/29/99 (305) 3733266
Daytime Phone #

CR2E034 (11/98)