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May 02 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 # P96000019690 (2)

1. Corporation Name
ARCANE CHOCOLATES & COFFEE BARS, INC.



Principal Place of Business
2100 BLOSSOM WAY SO
ST PETERSBURG FL 33712

Mailing Address
2100 BLOSSOM WAY SO
ST PETERSBURG FL 33712-6018

3. Date Incorporated or Qualified 03/04/1996	3a. Date of Last Report
4. FEI Number 59-3383064	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	

2. Principal Place of Business 21 211 2nd St. S. Suite, Apt. #, etc. 22 City & State 23 St. Petersburg, FL Zip 24 33701 Country 25 U.S.	2a. Mailing Address 26 Same - 211 2nd St. S. Suite, Apt. #, etc. 27 City & State 28 St. Petersburg FL Zip 29 33701 Country 30 U.S.
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MEADERS, RICHARD
2100 BLOSSOM WAY S.
ST PETERSBURG FL 33712

81 Name Meaders, Richard	85 Zip Code 33701
82 Street Address (P.O. Box Number is Not Acceptable) 2634 Granada Cir. W.	
83	
84 City St. Petersburg	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 Richard Meaders - President Richard Meaders - Pres. 3/3/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VD MCINTOSH, BRUCE D 3820 GULF BLVD, APT 408 ST PETERSBURG BEACH FL 33708	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	VD MCINTOSH, BRUCE D 3820 GULF BLVD, APT. 1105 St. Petersburg Beach, FL 33706
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PSTD MEADERS, RICHARD 2100 BLOSSOM WAY SO ST PETERSBURG FL 33712	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	PSTD MEADERS, RICHARD 2634 Granada Cir. W. St. Petersburg, FL 33712
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	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 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: Richard Meaders - President Richard Meaders - Pres. 3/3/97 (813) 827-4722
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)