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Jun 16 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000029298 (2)

1. Corporation Name
QUEEN OF PAWNS II, INC.



Principal Place of Business
4380 NORTHLAKE BLVD. STE 205
PALM BEACH GARDENS FL 33410

Mailing Address
4380 NORTHLAKE BLVD. STE 205
PALM BEACH GARDENS FL 33410-6265

3. Date Incorporated or Qualified 03/29/1996
3a. Date of Last Report

2. Principal Place of Business

21 3380 S. Military Trl
Suite, Apt. #, etc.

22 City & State
Lake Worth

23 Zip
33463

24 Country
palm Beach

2a. Mailing Address

26 3380 S. Military Trl
Suite, Apt. #, etc.

27 City & State
Lake Worth

28 Zip
33463

29 Country
Palm Beach

4. FEI Number

65-0657700

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

MARTIN E. WASHOFKY, E.A., P.A.
4380 NORTHLAKE BLVD. STE 205
PALM BEACH GARDENS FL 33410

10. Name and Address of New Registered Agent

81 Name CARLOS GIL
82 Street Address (P.O. Box Number is Not Acceptable)
1739 Village Blvd
83 Apt # 111
84 City West Palm Beach FL 85 Zip Code 33409

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

Carlos Gil
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

4/17/97
DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME GIL, CARLOS
STREET ADDRESS 4380 NORTHLAKE BLVD. STE 205
CITY-ST-ZIP PALM BEACH GARDENS FL 33410

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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NAME
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CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD
1.2 NAME CARLOS GIL
1.3 STREET ADDRESS 1739 Village Blvd Apt #111
1.4 CITY-ST-ZIP West Palm Beach, FL 33409

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 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

Carlos Gil

CR2E034 (9/96)