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May 15 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000036513 (5)

1. Corporation Name  
SHELBY'S GIFT BOX, INC.



Principal Place of Business: 10400 S.W. 1ST COURT CORAL SPRINGS FL 33071  
Mailing Address: 10400 S.W. 1ST COURT CORAL SPRINGS FL 33071-7352

3. Date Incorporated or Qualified: 04/26/1996  
3a. Date of Last Report: [Blank]  
4. FEI Number: 65-0665044  
Applied For: [Blank] / 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: [x] Yes [ ] No

2. Principal Place of Business: 10681 WILES RD, CORAL SPRINGS, FL 33076, U.S.A.  
2a. Mailing Address: [Blank]  
26. Suite, Apt. #, etc.: [Blank]  
27. City & State: [Blank]  
28. Zip: [Blank] Country: [Blank]  
29. City & State: [Blank]  
30. Zip: [Blank] Country: [Blank]

9. Name and Address of Current Registered Agent: HOPMEYER, STEPHANIE M, 10400 S.W. 1ST COURT, CORAL SPRINGS FL 33071  
10. Name and Address of New Registered Agent: [Blank]

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: Stephanie M. Hoppmeyer, President 4/28/97  
Signature typed or printed name of registered agent and title (required) (NOTE: Registered Agent signature required when reappointing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 1997	
TITLE	D	1.1 TITLE	P
NAME	HOPMEYER, STEPHANIE M	1.2 NAME	
STREET ADDRESS	10400 S.W. 1ST COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	V
NAME	HOPMEYER, CALVIN C JR.	2.2 NAME	
STREET ADDRESS	10400 S.W. 1ST COURT	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	2.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	3.1 TITLE	S
NAME		3.2 NAME	CECILE K. WELCH
STREET ADDRESS		3.3 STREET ADDRESS	130 SW 120th WAY
CITY-ST-ZIP		3.4 CITY-ST-ZIP	CORAL SPRINGS, FL 33071
TITLE	[ ] DELETE	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, changed, or on an attachment with an address.

SIGNATURE: Stephanie M. Hoppmeyer, President 4/28/97 (934) 753-6889

CR2E034 (9/96)