FILE NOW; FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000037245

1. Corporation Name
FASHION FRUIT Company.

Principal Place of Business
20041 NE 37th Court.
Aventura Fl. 33180

Mailing Address

2. Principal Place of Business
21 Same.
Suite, Apt #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26 Same
Suite, Apt #, etc
27
City & State
28
Zip 29 Country 30

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
April 30 - 1996.

4. FEI Number
65-0668434.
[ ] 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 owes the current year Intangible Personal Property Tax [X] Yes [ ] No

9. Name and Address of Current Registered Agent
ISAAC ROSENBERG.
20041 NE 37th Ct.
AVENTURA - FL. 33180.

10. Name and Address of New Registered Agent
81 Name Isaac Rosenberg
82 Street Address (P.O. Box Number is Not Acceptable) 20041 NE 37th Court.
83
84 City Aventura FL 85 Zip Code 33180

11. Pursuant to the provisions of Section 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, type or print name of registered agent and title if applicable (NOTE: Registered Agent signature required if any box is checked) DATE FEB. 19-99-

12. OFFICERS AND DIRECTORS

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE PRESIDENT. [ ] Change [ ] Add
12 NAME ISAAC ROSENBERG
13 STREET ADDRESS 20041 NE 37th Court
14 CITY-ST-ZIP Aventura - Fl 33180.

21 TITLE [ ] Change [ ] Add
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE [ ] Change [ ] Add
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE [ ] Change [ ] Add
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE [ ] Change [ ] Add
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE [ ] Change [ ] Add
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

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****150.00 ****150.00

2-25-99

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. Further, I 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 is an attachment with an address, with all other like empowered.

SIGNATURE:
SIGNATURE AND TYPE OR PRINT NAME OF SIGNING OFFICER OR DIRECTOR DATE FEB. 19-99

CR2E034 (11/98)