


FILED

May 02 1997 8:00am
Secretary of State

<p align="center">PROFIT CORPORATION ANNUAL REPORT 1997</p>		<p align="center">FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</p>																																																																								
<p>DOCUMENT # P96000047847 (4)</p>																																																																										
<p>1. Corporation Name PAYLESS WATCHES, INC.</p>																																																																										
<p>Principal Place of Business 12705 N.W. 42ND AVENUE BOOTH # 37 MIAMI FL 33054</p>		<p>Mailing Address 12705 N.W. 42ND AVENUE BOOTH # 37 MIAMI FL 33054-5117</p> <p style="text-align: right; font-weight: bold;">IMPORTANT CHANGE ↓ ↓</p>																																																																								
<p>2. Principal Place of Business 21 12705 N.W. 42ND AVENUE Suite, Apt. #, etc. 22 II-37 City & State 23 Miami, FL Zip 24 33054 Country 25 USA</p>		<p>2a. Mailing Address 26 7080 W 30 CT. Suite, Apt. #, etc. 27 City & State 28 HIALEAH - FL Zip 29 33018 Country 30 USA</p>																																																																								
<p>9. Name and Address of Current Registered Agent</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> MORALES, ALVARO 12705 N.W. 42ND AVENUE BOOTH # 37 MIAMI FL 33054 </td> <td style="width: 20%; padding: 5px;"> 81 Name 82 Street Address 83 84 City </td> </tr> </table>			MORALES, ALVARO 12705 N.W. 42ND AVENUE BOOTH # 37 MIAMI FL 33054	81 Name 82 Street Address 83 84 City																																																																						
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<p>11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.</p>																																																																										
<p>SIGNATURE Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required)</p>																																																																										
<p align="center">12. OFFICERS AND DIRECTORS</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">TITLE</td> <td style="width: 60%;">D</td> <td style="width: 25%; text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>MORALES, ALVARO</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>12706 N.W. 42ND AVE. BOOTH # 37</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>MIAMI FL 33054</td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: center;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td></td> <td></td> </tr> </table>			TITLE	D	<input type="checkbox"/> DELETE	NAME	MORALES, ALVARO		STREET ADDRESS	12706 N.W. 42ND AVE. BOOTH # 37		CITY - ST - ZIP	MIAMI FL 33054		TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY - ST - ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY - ST - ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY - ST - ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY - ST - ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY - ST - ZIP		
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<p>14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in information indicated on this annual report or supplemental annual report is true and accurate and that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report appears in Block 12 or Block 13 if changed, or on an attachment with an address.</p>																																																																										
<p>SIGNATURE: Alvaro Morales <i>Alvaro Morales</i></p> <p align="center"><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small></p>																																																																										



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CR2E034 (9/96)