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Mar 26 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000056600 1. Corporation Name BE ON FASHION, INC.			
Principal Place of Business 3224 NW 72 AVE MIAMI, FL. 33122		Mailing Address 3224 NW 72 AVE MIAMI, FL. 33122	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent ORREGO MONICA 3224 NW 72 AVE MIAMI, FL. 33122		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
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: <u>X MONICA ORREGO</u> DATE: <u>3/20/98</u> (NOTE: Registered Agent signature required when registering)			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP 1 D ORREGO, MONICA 3224 NW 72 AVE MIAMI, FL. 33122 DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 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 Change Addition 300002470393 -03/27/98--01018--016 ***150.00 Change Addition PC 3-26	
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. 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: <u>X MONICA ORREGO</u> DATE: <u>3/20/98</u> (305) 593-5335 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone			

CR2E034 (10/97)