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Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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<b>DOCUMENT #</b> 1. Corporation Name	<b>P96000075475</b> <b>CAFE.COM, INC.</b>
Principal Place of Business <b>1304 SW 160TH AVENUE, BOX 316</b> <b>SUNRISE, FLORIDA 33326</b>	Mailing Address <b>1304 SW 160TH AVENUE, BOX 316</b> <b>SUNRISE, FLORIDA 33326</b>

<b>2. Principal Place of Business</b> <b>21 2480 HAMMONDVILLE ROAD</b> Suite, Apt. #, etc.		<b>2a. Mailing Address</b> <b>26 2480 HAMMONDVILLE ROAD</b> Suite, Apt. #, etc.		<b>3. Date Incorporated or Qualified</b> <b>09/11/96</b>	<b>3a. Date of Last Report</b> <b>09/11/96</b>
<b>22</b> City & State <b>23 POMPAÑO BEACH, FL 33069</b> Zip Country <b>24 33069 25 BROWARD</b>		<b>27</b> City & State <b>28 POMPAÑO BEACH, FL 33069</b> Zip Country <b>29 33069 30 BROWARD</b>		<b>4. FEI Number</b> <b>65-0697675</b> Applied For Not Applicable	<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
				<b>6. Election Campaign Financing</b> Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	<b>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

<b>9. Name and Address of Current Registered Agent</b> <b>JONATHAN SILVERSTEIN</b> <b>1304 SW 106TH AVENUE, BOX 316</b> <b>SUNRISE, FLORIDA 33326</b>		<b>10. Name and Address of New Registered Agent</b> <b>81 Name HARVEY SILVERSTEIN</b> <b>82 Street Address (P.O. Box Number is Not Acceptable) 2663 OAKBROOK DRIVE</b> <b>83</b> <b>84 City FORT LAUDERDALE FL 85 Zip Code 33332</b>	
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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 *HARVEY SILVERSTEIN* *Harvey Silverstein* DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<b>TITLE</b> P,D <input checked="" type="checkbox"/> DELETE <b>NAME</b> STEVEN SILVERSTEIN <b>STREET ADDRESS</b> 2663 OAKBROOK DRIVE <b>CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33332	<b>TITLE</b> VP,D <input checked="" type="checkbox"/> DELETE <b>NAME</b> JONATHAN SILVERSTEIN <b>STREET ADDRESS</b> 828 SANDCREEK CIRCLE <b>CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33327	<b>1.1 TITLE</b> P,S,T,D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>1.2 NAME</b> HARVEY SILVERSTEIN <b>1.3 STREET ADDRESS</b> 2663 OAKBROOK DRIVE <b>1.4 CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33332	<b>2.1 TITLE</b> VP, D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>2.2 NAME</b> JOEL SLAKMAN <b>2.3 STREET ADDRESS</b> 2757 MEADOWOOD DRIVE <b>2.4 CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33332
<b>TITLE</b> S,D <input checked="" type="checkbox"/> DELETE <b>NAME</b> LEIGH SILVERSTEIN <b>STREET ADDRESS</b> 2663 OAKBROOK DRIVE <b>CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33332	<b>TITLE</b> T,D <input checked="" type="checkbox"/> DELETE <b>NAME</b> DAVID SILVERSTEIN <b>STREET ADDRESS</b> 2663 OAKBROOK DRIVE <b>CITY-ST-ZIP</b> FORT LAUDERDALE, FL 33332	<b>3.1 TITLE</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b>	<b>4.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b>
<b>TITLE</b> <input type="checkbox"/> DELETE <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>TITLE</b> <input type="checkbox"/> DELETE <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>5.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b>	<b>6.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>

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 in an attachment with an address.

SIGNATURE: *Harvey Silverstein* HARVEY SILVERSTEIN 04/22/97 (954) 970-4777

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)