

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000007272 (2)
 1. Corporation Name
CLASSIC COTTONS, INC.



Principal Place of Business % ARAN CORREA & GUARCH. P.A. 710 S. DIXIE HIGHWAY CORAL GABLES FL 33146	Mailing Address % ARAN CORREA & GUARCH. P.A. 710 S. DIXIE HIGHWAY CORAL GABLES FL 33146
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 240 SAN LORENZO Suite, Apt. #, etc. 22	2a. Mailing Address 26 240 SAN LORENZO Suite, Apt. #, etc. 27
City & State 23 Coral Gables, Florida	City & State 28 Coral Gables, Florida
Zip 24 33134	Country 25 Dade
Zip 29 33134	Country 30 Dade

3. Date Incorporated or Qualified 01/24/1997	4. FEI Number 65-0727877	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
**GUARCH, J. M JR.,ESQ
 ARAN CORREA & GUARCH, P.A.
 710 S. DIXIE HIGHWAY
 CORAL GABLES FL 33146**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE D	<input type="checkbox"/> DELETE
NAME NAFILYAN, PIERRE	
STREET ADDRESS 710 S. DIXIE HIGHWAY	
CITY-ST-ZIP CORAL GABLES FL 33146	
TITLE D	<input type="checkbox"/> DELETE
NAME GUARCH, J. M JR.	
STREET ADDRESS 710 S. DIXIE HIGHWAY	
CITY-ST-ZIP CORAL GABLES FL 33146	
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	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME NAFILYAN, PIERRE	
1.3 STREET ADDRESS 240 SAN LORENZO	
1.4 CITY-ST-ZIP CORAL GABLES, FLORIDA 33134	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 _____

CR2E034 (10/97)