

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

FILED
Apr 13 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 # P97000019171 (2)
 1. Corporation Name
WAREHOUSE 38, INC.



Principal Place of Business 288-Z SMITH SUNDY ROAD DELRAY BEACH FL 33446	Mailing Address 288-Z SMITH SUNDY ROAD DELRAY BEACH FL 33446
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DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business 21 7031 PARKLAN ROAD		2a. Mailing Address 26 7031 PARKLAN RD.		3. Date Incorporated or Qualified 02/28/1997	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 65-0736482	
City & State 23 LAKELAND, FLA		City & State 28 LAKELAND FLA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24 33467		Country 25 FLORIDA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip 29 33467		Country 30 PALM BEACH		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 MOMBACH, GEOFFREY S 500 EAST BROWARD BLVD SUITE 1950 FT LAUDERDALE FL				10. Name and Address of New Registered Agent	
				81 Name	FRED BILOWIT
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	7031 PARKLAN RD.
				84 City	LAKELAND
				85 State	FL
				86 Zip Code	33467

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 *[Signature]* **FRED BILOWIT** DATE **3-31-98**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOLF, STEVEN MR	1.2 NAME	
STREET ADDRESS	288-Z SMITH SUNDY ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	DELRAY BEACH FL 33446	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	FRED BILOWIT
STREET ADDRESS		2.3 STREET ADDRESS	5814 WINDBRIFT LANE
CITY-ST-ZIP		2.4 CITY-ST-ZIP	BOCA RATON FLA 33433
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	ISRAEL S Z MIGA
STREET ADDRESS		3.3 STREET ADDRESS	3450 S. OCEAN BLVD.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	HIGHLAND BEACH, FLA 33487
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *[Signature]* DATE: **3/20/98** 561-969-9699

CR2E034 (10/97)