

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

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Mar 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Martham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000021078 (5)

1. Corporation Name

PHOTOGRAPHY BY PADILLA, INC.

Principal Place of Business 4207 SW 132 PL MIAMI FL 33175	Mailing Address 4207 SW 132 PL MIAMI FL 33175
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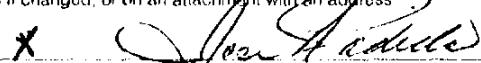
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28		
Zip 24	Country 25	Zip 29	Country 30

3. Date Incorporated or Qualified 03/03/1997	4. FEI Number 65-0733924	Applied For 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	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	8. Name and Address of New Registered Agent	
9. Name and Address of Current Registered Agent PADILLA, JOSE A 4207 SW 132 PL MIAMI FL 33175	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		Signature, typed or printed name of registered agent and title if applicable	(NOTE: Registered Agent signature required when reinstating)	DATE
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DPT PADILLA, JOSE A 4207 SW 132 PL MIAMI FL 33175	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DS PADILLA, LEDA 4207 SW 132 PL MIAMI FL 33175	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR	Date	Daytime Phone #	0243851
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CR2E034 (1097)