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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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LPO
4/9/98

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000044671 (0)
1. Corporation Name
BABY DOLLS, INC.

Principal Place of Business
12282 PROSPERITY FARMS RD.
PALM BEACH GARDENS FL 33410

Mailing Address
12282 PROSPERITY FARMS RD.
PALM BEACH GARDENS FL 33410

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	05/20/1997	65-0754365	Not Applicable
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	5. Certificate of Status Desired		\$8.75 Additional Fee Required
23 City & State	28 City & State	6. Election Campaign Financing Trust Fund Contribution		\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country	8. 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

9. Name and Address of Current Registered Agent

LEHMAN, CYNTHIA A
12282 PROSPERITY FARMS RD.
PALM BEACH GARDENS FL 33410

10. Name and Address of New Registered Agent

81 Name JOHN B. SALTER - PRESIDENT
82 Street Address (P.O. Box Number is Not Acceptable) 708 NORTH J. ST.
83
84 City LAKE WORTH FL 85 Zip Code 33460

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 607.0503, Florida Statutes.

SIGNATURE *[Signature]* (NOTE: Registered Agent signature required when reinstating) DATE 4-1-98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEHMAN, CYNTHIA A	1.2 NAME	JOHN B. SALTER
STREET ADDRESS	12282 PROSPERITY FARMS RD.	1.3 STREET ADDRESS	708 NORTH J. ST.
CITY-ST-ZIP	PALM BEACH GARDENS FL 33410	1.4 CITY-ST-ZIP	LAKE WORTH, FL. 33460
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
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]* 4-1-98 561-788-0113

CR2E034 (10/97)