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FILED
May 07 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P97000086316 (1)
1. Corporation Name
BODY SCULPTURE, INC.



Principal Place of Business
3220 SOUTH DOUGLAS ROAD
MIRAMAR FL 33025

Mailing Address
3220 SOUTH DOUGLAS ROAD
MIRAMAR FL 33025

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/07/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0785200	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

9. Name and Address of Current Registered Agent AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		FL	85 Zip Code

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	PSD	11 TITLE	
NAME	FIELDS, ROBERT C MD	12 NAME	
STREET ADDRESS	3220 SOUTH DOUGLAS ROAD	13 STREET ADDRESS	
CITY-ST-ZIP	MIRAMAR FL 33025	14 CITY-ST-ZIP	
TITLE	VTD	21 TITLE	
NAME	VENEREO, MIGUEL MD	22 NAME	
STREET ADDRESS	3220 SOUTH DOUGLAS ROAD	23 STREET ADDRESS	
CITY-ST-ZIP	MIRAMAR FL 33025	24 CITY-ST-ZIP	
TITLE		31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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: Robert C. Fields, MD. (Robert C. Fields, MD) 4/28/98 (954) 436-8602

CR2E034 (10/97)