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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P97000086855 1. Corporation Name REAL DEAL JEWELRY & PAWN, INC.					
Principal Place of Business 2510 NORTH ROOSEVELT BLVD KEY WEST FL 33040			Mailing Address 2510 NORTH ROOSEVELT BLVD KEY WEST FL 33040		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25			2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30		
9. Name and Address of Current Registered Agent AMERILAWYER 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 Robert Creel Robert Creel 1-8-99 <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS TITLE PSTD NAME LEONARD, NYDIA C STREET ADDRESS 2510 NORTH ROOSEVELT BLVD CITY-ST-ZIP KEY WEST FL 33040 <input checked="" type="checkbox"/> DELETE			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE P 1.2 NAME Robert Creel 1.3 STREET ADDRESS 2510 N Roosevelt Blvd 1.4 CITY-ST-ZIP Key West, FL 33040 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)