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FEBRUARY 23 1999

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000030865 Corporation Name DANCERS CHOICE BRANDS, INC.
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Principal Place of Business 500 W CYPRESS CREEK RD. SUITE 410 FT LAUDERDALE FL 33309	Mailing Address 500 W CYPRESS CREEK RD. SUITE 410 FT LAUDERDALE FL 33309
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7900 GLADES ROAD Suite, Apt. #, etc. 22 SUITE 630 City & State 23 BOCA RATON FL Zip Country 24 33434 25 USA		2a. Mailing Address 26 7900 GLADES ROAD Suite, Apt. #, etc. 27 SUITE 630 City & State 28 BOCA RATON FL Zip Country 29 33434 30 USA		3. Date Incorporated or Qualified 04/01/1998	
		4. FEI Number 65-0833209		Applied For <input type="checkbox"/> 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	
		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent SADER, ROBERT L 1901 W CYPRESS CREEK RD SUITE 415 FT LAUDERDALE FL 33309		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	
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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 <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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, with or other like empowered.

SIGNATURE:  1/12/99 (561) 218-3237

CR2E034 (1/1/98)