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Mar 26, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000054416

1. Corporation Name
37 CELSIUS, INC.



Principal Place of Business 3621 COLLINS AVE. #702 MIAMI BEACH FL 33140	Mailing Address 3621 COLLINS AVE. #702 MIAMI BEACH FL 33140
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4045 Sheridan Ave.		2a. Mailing Address 26 4045 Sheridan Ave		3. Date incorporated or Qualified 06/16/1998	
Suite, Apt. #, etc. 22 Suite 258		Suite, Apt. #, etc. 27 Suite 258		4. FEI Number 65-0850487	
City & State 23 Miami Beach, FL		City & State 28 Miami Beach, FL		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip Country 24 33140 25		Zip Country 29 33140 30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent YAFFE, ROBERT H 767 ARTHUR GODFREY RD. MIAMI BEACH FL 33140				8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

10. Name and Address of New Registered Agent	
81 Name Duffau, Nathalie C.	85 Zip Code FL 33140
82 Street Address (P.O. Box Number is Not Acceptable) 4045 Sheridan Ave, Suite 258	
83	
84 City Miami Beach	

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 _____ DATE **March 24 / 1999**
Signature, typed or printed name, date of appointment and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PS	1.1 TITLE	PS
NAME	DUFFAU, NATHALIE C	1.2 NAME	Duffau, Nathalie C
STREET ADDRESS	3621 COLLINS AVE., #702	1.3 STREET ADDRESS	4045 Sheridan Ave, Suite 258
CITY-ST-ZIP	MIAMI BEACH FL 33140	1.4 CITY-ST-ZIP	Miami Beach, FL 33140
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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, with all other like empowered.

SIGNATURE: _____ DATE **March 24 / 1999** DAYTIME PHONE # **305 992 1012**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)