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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90280 018 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # *P98000059583* ✓ok

1. Corporation Name
D/F/FLAWLESS, INC

Principal Place of Business Mailing Address
12635 NORTHWEST 14TH ST
CORAL SPRINGS, FL 33071

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

7/6/98

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

4. FEI Number *65085448* Applied For Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

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
 TITLE DELETE
 NAME *VP MICHAEL YAMPOLSKY*
 STREET ADDRESS *12635 NORTHWEST 14TH ST.*
 CITY-ST-ZIP *CORAL SPRINGS FL 33071*
 TITLE DELETE
 NAME *PRESIDENT ALEX MARDON*
 STREET ADDRESS *939 CENTRAL AVE.*
 CITY-ST-ZIP *HIGHLAND PARK ILL 60035*
 TITLE DELETE
 NAME *VP BORIS POKRASS*
 STREET ADDRESS *260 EAST CHESNUT ST.*
 CITY-ST-ZIP *CHICAGO IL 60611*
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP
 3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP
 4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP
 5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP
 6.1 TITLE Change Addition
 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 all other like empowered.

SIGNATURE:

[Signature]

MICHAEL YAMPOLSKY 4/29/99

954 429-9888

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CRZE034 (11/98)