

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 10, 1999 8:00 am**  
**Secretary of State**

05-10-1999 90280 018 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT #** *P98000059583* ✓ok  
 1. Corporation Name  
*D/F/FLAWLESS, INC*

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

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	29
25	30

4. FEI Number	Applied For
<i>65 085448</i>	Not Applicable
5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing	<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 checked="" type="checkbox"/> 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	85 Zip Code
	<i>FL</i>

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<i>VP</i>	<input type="checkbox"/> DELETE
NAME	<i>MICHAEL YAMPOLSKY</i>	
STREET ADDRESS	<i>12635 NORTHWEST 14TH ST.</i>	
CITY-ST-ZIP	<i>CORAL SPRINGS FL 33071</i>	
TITLE	<i>PRESIDENT</i>	<input type="checkbox"/> DELETE
NAME	<i>ALEX MARDON</i>	
STREET ADDRESS	<i>939 CENTRAL AVE.</i>	
CITY-ST-ZIP	<i>HIGHLAND PARK ILL 60035</i>	
TITLE	<i>VP</i>	<input type="checkbox"/> DELETE
NAME	<i>BORIS POKRASS</i>	
STREET ADDRESS	<i>260 EAST CHESNUT ST.</i>	
CITY-ST-ZIP	<i>CHICAGO IL 60611</i>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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)