

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
Jun 10, 1999 8:00 am
Secretary of State

06-10-1999 90021 025 ***550.00

DOCUMENT # P98000108105

1. Corporation Name
SMILING PIRATES, INC.



Principal Place of Business Mailing Address
3902 N.W. 89TH WAY 3902 N.W. 89TH WAY
COOPER CITY FL 33024 COOPER CITY FL 33024

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--|--|---------------------|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | | 12/29/1998 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| 22 | | 27 | | 65-0884512 | |
| City & State | | City & State | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 23 | | 28 | | 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| Zip | | Zip | | Country | |
| 24 | | 29 | | 30 | |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | |
| GOLDBERG, RACHEL 3902 N.W. 89TH WAY COOPER CITY FL 33024 | | | | 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 | D - PRESIDENT <input type="checkbox"/> DELETE | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| NAME | GOLDBERG, RACHEL | | | 1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | 3902 N.W. 89TH WAY | | | 1.2 NAME | |
| CITY-ST-ZIP | COOPER CITY FL 33024 | | | 1.3 STREET ADDRESS | |
| TITLE | D - TREASURER <input type="checkbox"/> DELETE | | | 1.4 CITY-ST-ZIP | |
| NAME | PAUL J. SHAPIRO | | | 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | 3902 NW 89 WAY | | | 2.2 NAME | |
| CITY-ST-ZIP | COOPER CITY, FLA 33024 | | | 2.3 STREET ADDRESS | |
| TITLE | D - SECRETARY <input type="checkbox"/> DELETE | | | 2.4 CITY-ST-ZIP | |
| NAME | JEFF GOLDBERG | | | 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | 3902 NW 89 WAY | | | 3.2 NAME | |
| CITY-ST-ZIP | COOPER CITY, FLA 33024 | | | 3.3 STREET ADDRESS | |
| TITLE | <input type="checkbox"/> DELETE | | | 3.4 CITY-ST-ZIP | |
| NAME | | | | 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | | | | 4.2 NAME | |
| CITY-ST-ZIP | | | | 4.3 STREET ADDRESS | |
| TITLE | <input type="checkbox"/> DELETE | | | 4.4 CITY-ST-ZIP | |
| NAME | | | | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | | | | 5.2 NAME | |
| CITY-ST-ZIP | | | | 5.3 STREET ADDRESS | |
| TITLE | <input type="checkbox"/> DELETE | | | 5.4 CITY-ST-ZIP | |
| NAME | | | | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition | |
| STREET ADDRESS | | | | 6.2 NAME | |
| CITY-ST-ZIP | | | | 6.3 STREET ADDRESS | |
| TITLE | <input type="checkbox"/> DELETE | | | 6.4 CITY-ST-ZIP | |
| NAME | | | | | |
| STREET ADDRESS | | | | | |
| 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: PAUL J. SHAPIRO 1/21/99 954-430-0688
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)