
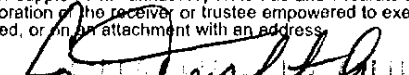


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Jul 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # S41154 (3)					
1. Corporation Name BABY'S PLACE COFFEE BAR, INC.					
Principal Place of Business 3200 US HIGHWAY 1, MM #15 KEY WEST FL 33040 US			Mailing Address P.O BOX 6558 KEY WEST FL 33041 US		
DO NOT WRITE IN THIS SPACE					
2. Principal Place of Business			2a. Mailing Address		3. Date Incorporated or Qualified 03/27/1991
21	Suite, Apt. #, etc.		26	Suite, Apt. #, etc.	
22	City & State		27	City & State	
23	Zip		28	Zip	
24	Country		29	Country	
9. Name and Address of Current Registered Agent TEPLITSKY, GARY 3200 US HIGHWAY 1 AND MILE MARKER 15 KEY WEST FL 33040			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
			FL		
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	P <input type="checkbox"/> DELETE				
NAME	TEPLITSKY, GARY				
STREET ADDRESS	P.O BOX 1779 N/A				
CITY-STATE-ZIP	KEY WEST FL				
TITLE	S <input type="checkbox"/> DELETE				
NAME	TEPLITSKY, OLGA				
STREET ADDRESS	P.O BOX 1779 N/A				
CITY-STATE-ZIP	KEY WEST FL				
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY-STATE-ZIP					
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY-STATE-ZIP					
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY-STATE-ZIP					
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY-STATE-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-STATE-ZIP					
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-STATE-ZIP					
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-STATE-ZIP					
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-STATE-ZIP					
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-STATE-ZIP					
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-STATE-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 in an attachment with an address.					
SIGNATURE: 					

CR2E034 (5/98)