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Feb 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 # S63685 (9)

1. Corporation Name
MARTHA'S JEWELRY, INC.

Principal Place of Business
4105 SOUTH FLAGLER DRIVE
WEST PALM BEACH FL 33405

Mailing Address
250 S OCEAN BLVD
MANALAPAN FL 33462
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 250 S. Ocean Blvd		26 Suite, Apt. #, etc.		07/02/1991	
22 City & State		27 City & State		4. FEI Number	
23 Manalapan FL		28 Zip		06-5140139	
24 33462		25 USA		5. Certificate of Status Desired	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				9. Name and Address of Current Registered Agent	
				10. Name and Address of New Registered Agent	

OLIVER, JODY H.
701 US ONE
SUITE 402
N PALM BEACH FL 33408

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D VELLANO, ANTHONY SR.	1.1 TITLE	
NAME	4105 SOUTH FLAGLER DR.	1.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	P WESSINGER, MARTHA	2.1 TITLE	
NAME	4105 S. FLAGLER DR	2.2 NAME	
STREET ADDRESS	WEST PALM BEACH FL	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

SIGNATURE: Martha Wessinger Vellano 9-9-98 541 5851810

CR2E034 (10/97)