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Jan 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # S68160 (8)

1. Corporation Name
WAREHOUSE 99 OF MIAMI, INC.



Principal Place of Business: 18502 NORTHWEST 54TH AVENUE MIAMI LAKES FL 33014
Mailing Address: 18502 NORTHWEST 54TH AVENUE MIAMI LAKES FL 33014-6113

3. Date Incorporated or Qualified: 07/23/1991
3a. Date of Last Report: 01/25/1996

2. Principal Place of Business
21 5445 N.W. 161 ST
22 Suite, Apt. #, etc.
23 MIAMI FL
24 33014
25 Country
26 SAME AS #2
27 Suite, Apt. #, etc.
28 MIAMI FL
29 33014
30 Country

4. FEI Number: 65-0276010
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
LEVINSON, EDWARD E.
407 LINCOLN ROAD
PENTHOUSE SOUTHEAST
MIAMI BEACH FL 33139

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: [Signature] DATE: 1/19/97
(NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETED
NAME	GOLDMAN, MARTIN	
STREET ADDRESS	18502 NORTHWEST 54TH AVE	
CITY-ST-ZIP	MIAMI LAKES FL	
TITLE	VD	DELETED
NAME	HABER, KENNETH	
STREET ADDRESS	18502 NORTHWEST 54TH AVE	
CITY-ST-ZIP	MIAMI LAKES FL	
TITLE	SD	DELETED
NAME	GOLDMAN, SHERRI	
STREET ADDRESS	18502 NORTHWEST 54TH AVE	
CITY-ST-ZIP	MIAMI LAKES FL	
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETED
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 do 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 or on an attachment with an address.

SIGNATURE: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)