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May 12 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 # **S77377** (7)

1. Corporation Name:
VELVET TOMATO, INC.

Principal Place of Business
**15303 DALLAS PARKWAY, SUITE 1250
DALLAS TX 75248**

Mailing Address
**15303 DALLAS PARKWAY, SUITE 1250
DALLAS TX 75248-6703**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/01/1991	3a. Date of Last Report 03/18/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-1727114		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**EVANS, WANDA
C/O RED'S MARKET, INC.
8801 EXCHANGE DR.
ORLANDO FL 32809**

10. Name and Address of New Registered Agent
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 of 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	PD	1.1 TITLE	ERIC C. KLASSON
NAME	JOHN R. ALPERS	1.2 NAME	15303 DALLAS PARKWAY #1250
STREET ADDRESS	15303 DALLAS PKWY	1.3 STREET ADDRESS	DALLAS, TX 75248
CITY- ST- ZIP	DALLAS TX 75248	1.4 CITY- ST- ZIP	
TITLE	SP	2.1 TITLE	ST. TONY V. ERICKSON
NAME	WANDA EVANS	2.2 NAME	15303 DALLAS PARKWAY #1250
STREET ADDRESS	15303 DALLAS PKWY	2.3 STREET ADDRESS	DALLAS, TX 75248
CITY- ST- ZIP	DALLAS TX 75248	2.4 CITY- ST- ZIP	
TITLE	S	3.1 TITLE	DELETED
NAME	BERNADETTE M. KRUK	3.2 NAME	
STREET ADDRESS	15303 DALLAS PKWY	3.3 STREET ADDRESS	
CITY- ST- ZIP	DALLAS TX 75248	3.4 CITY- ST- ZIP	
TITLE	VP	4.1 TITLE	VACANT
NAME	VAZQUEZ, WALTER	4.2 NAME	
STREET ADDRESS	7380 SAND LAKE ROAD	4.3 STREET ADDRESS	
CITY- ST- ZIP	ORLANDO FL	4.4 CITY- ST- ZIP	
TITLE	D	5.1 TITLE	VACANT
NAME	JOHNSON, RICHARD	5.2 NAME	
STREET ADDRESS	7380 SAND LAKE ROAD	5.3 STREET ADDRESS	
CITY- ST- ZIP	ORLANDO FL	5.4 CITY- ST- ZIP	
TITLE	S	6.1 TITLE	VACANT
NAME	ALPERS, JOHN	6.2 NAME	
STREET ADDRESS	7380 SAND LAKE ROAD	6.3 STREET ADDRESS	
CITY- ST- ZIP	ORLANDO FL	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 if changed, or on an attachment with an address.

SIGNATURE:

Tony V. Erickson
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/24/97
Date

972 687-8230
Daytime Phone #

0495022

CR2E034 (9/96)