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Apr 02 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 # V08747 (0)
1. Corporation Name
BEACHES AND CREME, INC.

Principal Place of Business
101 S. ATLANTIC BLVD.
FT LAUDERDALE FL 33316

Mailing Address
101 S. ATLANTIC BLVD.
FT LAUDERDALE FL 33316-1505



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/21/1992		3a. Date of Last Report 04/11/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0308701		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	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

LAVENDER, JOEL R.
2300 E LAS OLAS BLVD
STE 400
FT LAUDERDALE FL 33301

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 fee, 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	
NAME	QUARTARO, LEONARD	1.2 NAME	
STREET ADDRESS	% 2300 E LAS OLAS BL 400	1.3 STREET ADDRESS	
CITY - ST - ZIP	FT LAUDERDALE FL	1.4 CITY - ST - ZIP	
TITLE	SD	2.1 TITLE	
NAME	QUARTARO, CELESTE	2.2 NAME	
STREET ADDRESS	% 2300 E LAS OLAS BL 400	2.3 STREET ADDRESS	
CITY - ST - ZIP	FT LAUDERDALE FL	2.4 CITY - ST - ZIP	
TITLE	TD	3.1 TITLE	
NAME	SCALZO, ROSE	3.2 NAME	
STREET ADDRESS	% 2300 E LAS OLAS BL 400	3.3 STREET ADDRESS	
CITY - ST - ZIP	FT LAUDERDALE FL	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 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: Leonard Quartaro 3/26/97 954-767-4645
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)