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**Mar 19 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V67767 (6)

1. Corporation Name
CITY TEXTILES, INC.



Principal Place of Business C/O 1290 WESTON RD. SUITE 300 FT LAUDERDALE FL 33326 US	Mailing Address C/O 1290 WESTON RD. SUITE 300 FT. LAUDERDALE FL 33326 US
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3. Date Incorporated or Qualified 10/01/1992	3a. Date of Last Report 03/19/1996
4. FEI Number 65-0364807	Applied for Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25.	30.

9. Name and Address of Current Registered Agent

**LEGAL INFORMATION SERVICES, INC.
1290 WESTON ROAD
SUITE 300
FT. LAUDERDALE FL 33326**

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 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOSEPH, JOSEPH	1.2 NAME	
STREET ADDRESS	470 KENT AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOSEPH, JOSEPH	2.2 NAME	
STREET ADDRESS	470 KENT AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	2.4 CITY-ST-ZIP	
TITLE	VST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOSEPH, ELAZAR	3.2 NAME	
STREET ADDRESS	470 KENT AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: **ELAZAR JOSEPH** *[Signature]* **2/12/97**

CR2E034 (9/96)