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Secretary of State

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

PROFIT CORPORATION
ANNUAL REPORT
1999

DOCUMENT # P98000083493

1. Corporation Name
QUALITY TOBACCO DISTRIBUTORS, INC.



Principal Place of Business
4800 S.W. 51ST STREET
SUITE 106
DAVE FL 33314

Mailing Address
4800 S.W. 51ST STREET
SUITE 106
DAVE FL 33314

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

3. Date Incorporated or Qualified
09/28/1998

4. FEI Number
65-0863074

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
SCHWARTZ, CLAIRE
4800 S.W. 51ST STREET
SUITE 106
DAVE FL 33314

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SCHWARTZ, CLAIRE	
STREET ADDRESS	4800 S.W. 51ST STREE , #106	
CITY-ST-ZIP	DAVE FL 33314	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	MAMAN, ANDRE	
STREET ADDRESS	4800 S.W. 51ST STREE , #106	
CITY-ST-ZIP	DAVE FL 33314	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	FRANCO, JOSEPH	
STREET ADDRESS	4800 S.W. 51ST STREE , #106	
CITY-ST-ZIP	DAVE FL 33314	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: Joseph Franco
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JANUARY 25, 1999 (954)792-3200
Date Daytime Phone #

CR2E034 (1/198)