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Mar 06 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 # P19775 (6)
 1. Corporation Name
RAINBOW OPTICS, INC.



Principal Place of Business
2 N.E. 40TH STREET MIAMI FL 33137

Mailing Address
2 N.E. 40TH STREET MIAMI FL 33137-3540

3. Date Incorporated or Qualified
06/23/1988

3a. Date of Last Report
04/29/1996

2. Principal Place of Business
 21 **7942 FISHER ISLAND DR.**
 Suite, Apt. #, etc.

2a. Mailing Address
 26 **7942 FISHER ISLAND DR.**
 Suite, Apt. #, etc.

22 City & State
FISHER ISLAND, FL

27 City & State
FISHER ISLAND, FL

23 Zip
33109

24 Country

25 Country

29 **33109**

30 Country

4. FEI Number
13-3027308

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
POPKIN, PERRY V
3578 MATHESON AVE
COCONUT GROVE FL 33133

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	POPKIN, PERRY V	
STREET ADDRESS	3578 MATHESON AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	S	<input type="checkbox"/> DELETE
NAME	POPKIN, DARMA	
STREET ADDRESS	3578 MATHESON AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	7942 FISHER ISLAND DR
1.4 CITY-ST-ZIP	FISHER ISLAND, FL 33109
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	7942 FISHER ISLAND DR
2.4 CITY-ST-ZIP	FISHER ISLAND, FL 33109
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 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 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: **PERRY POPKIN** 2/24/97 305-571-2002
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)