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**Jan 24 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 # 271376 (6)

1. Corporation Name
BRUSA, INC.



Principal Place of Business
**1401 N.W. NORTH RIVER DRIVE
(POST OFFICE BOX 14-1156)
CORAL GABLES FL 33114**

Mailing Address
**1401 N.W. NORTH RIVER DRIVE
(POST OFFICE BOX 14-1156)
CORAL GABLES FL 33114-1156**

3. Date Incorporated or Qualified 06/28/1963	3a. Date of Last Report 05/01/1996
4. FEI Number 59-1118650	Applied For <input type="checkbox"/> 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 Country	28 Zip Country
24 Zip 25 Country	29 Zip 30 Country

9. Name and Address of Current Registered Agent

**SMITH, OAKLEY G.
2535 SHELTER AVE.
MIAMI BEACH FL 33140**

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

12. OFFICERS AND DIRECTORS

TITLE	PVS	<input type="checkbox"/> DELETE
NAME	SMITH, OAKLEY G.	
STREET ADDRESS	2535 SHELTER AVENUE	
CITY-ST-ZIP	MIAMI BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, OAKLEY G.	
STREET ADDRESS	2535 SHELTER AVENUE	
CITY-ST-ZIP	MIAMI BEACH FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	FORMAN, MAX	
STREET ADDRESS	1501 LEJEUNE ROAD	
CITY-ST-ZIP	CORAL GABLES FL	
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 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: *Oakley G. Smith* 1/17/97 305/558-2500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)