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**Jan 28 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 # 283304 (4)

1. Corporation Name
2039 CORP

Principal Place of Business
**5865 S.W. 118TH ST.
MIAMI FL 33156**

Mailing Address
**5865 S.W. 118TH ST.
MIAMI FL 33158-5750**

3. Date Incorporated or Qualified **07/14/1964** 3a. Date of Last Report **02/06/1996**

4. FEI Number **59-1103424** 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

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

25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**PELTZ, ARVIN
3250 MARY STREET, #501
MIAMI FL 33133**

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
NAME **PD ROSE, BERNARD**
STREET ADDRESS **3250 MARY ST., C/O PEITZ**
CITY- ST- ZIP **MIAMI FL**

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP

TITLE DELETE
NAME **VST PELTZ, JAN**
STREET ADDRESS **3250 MARY ST.**
CITY- ST- ZIP **MIAMI FL**

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

6.1 TITLE Change 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: _____ Date **1/21/97** (305) 445-2493
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)