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**Apr 21 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 # 311867 (6)

1. Corporation Name
PAN ATLANTIC CORPORATION



Principal Place of Business P.O. BOX 1495 N/A CORAL GABLES FL 33134	Mailing Address P.O. BOX 1495 N/A CORAL GABLES FL 33134
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3. Date Incorporated or Qualified 12/15/1966	3a. Date of Last Report 03/11/1996
4. FEI Number 59-1159756	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	28. Zip
24. Country	29. Country
25.	30.

9. Name and Address of Current Registered Agent

**BERNSTEIN, MELVYN
613 OCEAN DRIVE
KEY BISCAYNE FL 33149**

10. Name and Address of New Registered Agent

81. Name **Michael Bowler, Esq.**

82. Street Address (P.O. Box Number is Not Acceptable)
10585 S.W. 109 Court

83. **Suite 214**

84. City **Miami, FL**

85. Zip Code **33176**

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: *Michael Bowler, Esq.* DATE: **3-19-97**

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

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	BERNSTEIN, M G	
STREET ADDRESS	613 OCEAN DRIVE	
CITY-ST-ZIP	MIAMI FL	
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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Bernstein, S.G.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	P	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Cigno, Angela	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Sec	
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)(j), 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: *S.G. Bernstein* DATE: **3-19-97** DAYTIME PHONE: **361-2614**

Signature and typed or printed name of signing officer or director

CR2E034 (9/96)