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**May 05 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 # 455832

(6)

1. Corporation Name
ST. PHILLIPS INV. CO., INC.



Principal Place of Business
**3400 ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD.
MIAMI FL 33131**

Mailing Address
**3400 ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD.
MIAMI FL 33131-1806**

3. Date Incorporated or Qualified 07/18/1974	3a. Date of Last Report 07/24/1996
4. FEI Number 59-2024854	Applied For 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 checked="" 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	29
25	30

9. Name and Address of Current Registered Agent

**VALDES-FAULI CORP SVCS INC
ONE BISCAYNE TWR STE 3400
2 SO BISCAYNE BLVD
MIAMI FLORIDA FL 33131**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ (NOTE: Registered Agent signature required when registering) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE GUTIERREZ, BERTA	1.2 NAME	
STREET ADDRESS	2 S BISCAYNE BLVD. #3400	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 00000	1.4 CITY-ST-ZIP	
TITLE	TV	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUTIERREZ, JULIAN	2.2 NAME	
STREET ADDRESS	2 S BISCAYNE BLVD. #3400	2.3 STREET ADDRESS	PS Gutierrez, Julian 2 S. Biscayne Blvd., #3400 Miami, FL 33131
CITY-ST-ZIP	MIAMI, FL 00000	2.4 CITY-ST-ZIP	
TITLE	DP	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GUTIERREZ, ERNESTO	3.2 NAME	
STREET ADDRESS	2 S BISCAYNE BLVD. #3400	3.3 STREET ADDRESS	DT Gutierrez, Ana 2 S. Biscayne Blvd., #3400 Miami, FL 33131
CITY-ST-ZIP	MIAMI, FL 00000	3.4 CITY-ST-ZIP	
TITLE	S	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUTIERREZ, MIGUEL	4.2 NAME	
STREET ADDRESS	2 S BISCAYNE BLVD. #3400	4.3 STREET ADDRESS	Gutierrez, Miguel 2 S. Biscayne Blvd., #3400 Miami, FL 33131
CITY-ST-ZIP	MIAMI, FL 00000	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 _____

CR2E034 (9/96)