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FILED

**May 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 # 485065 (7)
1. Corporation Name
FLORIDA PIONEER INVESTMENTS, INC.



Principal Place of Business: **316 ROYAL POINCIANA PLAZA
PALM BEACH FL 33480-4020**
Mailing Address: **316 ROYAL POINCIANA PLAZA
PALM BEACH FL 33480-4020**

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24 25 29 30

3. Date Incorporated or Qualified: **09/25/1975**
3a. Date of Last Report: **04/09/1996**
4. FEI Number: **59-1713114**
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
**CARSON, DONALD W.
316 ROYAL POINCIANA PLAZA
PALM BEACH FL 33480**
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: _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE: _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|---|
| TITLE | EVAS <input type="checkbox"/> DELETE | 1.1 TITLE | D/Exec.V/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CARSON, DONALD W | 1.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCIANA PLZA | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 1.4 CITY-ST-ZIP | |
| TITLE | VCPC <input type="checkbox"/> DELETE | 2.1 TITLE | D/VC/P/COO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | FANJUL, JOSE | 2.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCIANA PLZA | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 2.4 CITY-ST-ZIP | |
| TITLE | V <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HERNANDEZ, OSCAR R | 3.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCIANA PLZA | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 3.4 CITY-ST-ZIP | |
| TITLE | AS <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DEL BUSTO, JORGE | 4.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCIANA PLZA | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 4.4 CITY-ST-ZIP | |
| TITLE | CEOD <input type="checkbox"/> DELETE | 5.1 TITLE | D/C/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | FANJUL, ALFONSO | 5.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCIANA PLZA | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 5.4 CITY-ST-ZIP | |
| TITLE | VS <input type="checkbox"/> DELETE | 6.1 TITLE | D/V/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VALDIVIA, JOSE F.JR. | 6.2 NAME | |
| STREET ADDRESS | 316 ROYAL POINCINA PLZA | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | PALM BEACH FL | 6.4 CITY-ST-ZIP | |

(See Attachment For Continuation)

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: _____ **Jose F. Valdivia, Jr. Vice President** 4-4-97 561-655-6303

CR2E034 (9/96)

ATTACHMENT TO
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CORPORATION
ANNUAL REPORT
1997

DOCUMENT # 485065 (7)

I. Corporation Name

FLORIDA PIONEER INVESTMENTS, INC.

13. - CONTINUED ADDITIONS / CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|----------------|---|--|
| TITLE | AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Baker, David | |
| STREET ADDRESS | 321 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | V/T | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Blomqvist, Erik J. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | V | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Dominicis, Jorge A. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | Exec. V | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Fanjul, Alexander L. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | Exec. V | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Fanjul, Andrés B. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | V | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Fernández, Luis J. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Klock, Jr., Joseph P. | |
| STREET ADDRESS | 4000 Southeast Financial Center, 41st Floor | |
| CITY-ST-ZIP | Miami, Florida 33131 | |
| TITLE | D/V | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Recio, Alberto S. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |

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|----------------|---------------------------|--|
| TITLE | AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Rogers, Doyle | |
| STREET ADDRESS | 321 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | AV/AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Ross, Daniel D. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | V/AS | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Tarr, William F. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |
| TITLE | AT | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | Valdivieso, Rolando G. | |
| STREET ADDRESS | 316 Royal Poinciana Plaza | |
| CITY-ST-ZIP | Palm Beach, Florida 33480 | |