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FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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Feb 25, 1999 8:00 am
Secretary of State

02-25-1999 90071 045 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 516423

1. Corporation Name
SANDHILLS CORPORATION

Principal Place of Business 155 OCEAN LANE DRIVE APARTMENT 1001-W KEY BISCAVAYNE FL 33149	Mailing Address 155 OCEAN LANE DRIVE APARTMENT 1001-W KEY BISCAVAYNE FL 33149
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 10/09/1976	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
4. FEI Number 59-1694147	
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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

GUSTAVO LOPEZ-MUNOZ
155 OCEAN LANE DR. #1001-W
KEY BISCANE FL 33149

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD LOPEZ-MUNOZ, GUSTAVO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPEZ-MUNOZ, GUSTAVO	1.2 NAME	
STREET ADDRESS	155 OCEAN LANE DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	KEY BISCAVAYNE FL 33149	1.4 CITY-ST-ZIP	
TITLE	SDVP LOPEZ-MUNOZ, MARIA ROSA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPEZ-MUNOZ, MARIA ROSA	2.2 NAME	
STREET ADDRESS	155 OCEAN LN DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	KEY BISCAVAYNE, FL 00000 33149	2.4 CITY-ST-ZIP	
TITLE	D RUIZ, EMILIO GOMEZ	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUIZ, EMILIO GOMEZ	3.2 NAME	
STREET ADDRESS	D-28 PAR-DE SAN IGNARIO	3.3 STREET ADDRESS	
CITY-ST-ZIP	RIO PIEDRAS PR 00921	3.4 CITY-ST-ZIP	
TITLE	TD DE GONGORA, ROBERTO	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE GONGORA, ROBERTO	4.2 NAME	
STREET ADDRESS	9034 S.W. 6TH ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33174	4.4 CITY-ST-ZIP	
TITLE	D ALVAREZ, SANTIAGO J.	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALVAREZ, SANTIAGO J.	5.2 NAME	
STREET ADDRESS	3775 KUMQUAT AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	COCONUT GROVE FL 33133	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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 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 with all other like empowered.

SIGNATURE: *[Signature]* DATE: 1/12/99 DAYTIME PHONE #: 305-448-9098

CR2E034 (1/98)