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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 584709

1. Corporation Name
ORION INVESTMENT AND MANAGEMENT LTD. CORP.

Principal Place of Business 9000 SW 152ND ST SUITE 106 MIAMI FL 33157 US	Mailing Address P.O. BOX 560607 MIAMI FL 33256 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 09/12/1978	
4. FEI Number 59-1845874	Applied For <input type="checkbox"/> Yes <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 owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

BROWN, B. MACKAY
7100 NORTH KENDALL DRIVE
SUITE 100
MIAMI FL 33156

10. Name and Address of New Registered Agent

81 Name Brown, B Mackay	
82 Street Address (P.O. Box Number is Not Acceptable) 9000 SW 152 St #102	
83	
84 City MIA	85 Zip Code FL 33156

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 PD	NAME SANZ, JOSEPH	1.1 TITLE PD	1.2 NAME Sanz Joseph
STREET ADDRESS 9100 S. DADELAND BLVD. #1700	CITY-ST-ZIP MIAMI FL 33156	1.3 STREET ADDRESS 9000 SW 152 St #106	1.4 CITY-ST-ZIP MIA FL 33156
TITLE SVP	NAME BUHRMASTER, NORMAN J	2.1 TITLE SVP	2.2 NAME Buhrmaster Norman J
STREET ADDRESS 9100 SA. DADELAND BLVD. #1700	CITY-ST-ZIP MIAMI FL	2.3 STREET ADDRESS 9000 SW 152 St #106	2.4 CITY-ST-ZIP MIA FL 33156
TITLE ST	NAME SANZ, JOAN	3.1 TITLE ST	3.2 NAME SANZ, JOAN
STREET ADDRESS 9100 S. DADELAND BLVD. #1700	CITY-ST-ZIP MIAMI FL	3.3 STREET ADDRESS 9000 SW 152 St #106	3.4 CITY-ST-ZIP MIA FL 33156
TITLE SVP	NAME HATTLER, RICHARD M	4.1 TITLE SVP	4.2 NAME Hattler, Richard
STREET ADDRESS 9100 S DADELAND BLVD, #1700	CITY-ST-ZIP MIAMI FL	4.3 STREET ADDRESS 9000 SW 152 St #106	4.4 CITY-ST-ZIP MIA FL 33156
TITLE AS	NAME BROWN, B. M	5.1 TITLE AS	5.2 NAME Brown, BM
STREET ADDRESS 9100 S DADELAND BLVD., #1700	CITY-ST-ZIP MIAMI FL	5.3 STREET ADDRESS 9000 SW 152 St #106	5.4 CITY-ST-ZIP MIA FL 33156
TITLE	NAME	6.1 TITLE	6.2 NAME
STREET ADDRESS	CITY-ST-ZIP	6.3 STREET ADDRESS	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: Joseph A Sanz Date: 3/19/99

CR2E034 (11/98)