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Feb 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 # 624392

(7)

1. Corporation Name
PORTOFINO III, INC.



Principal Place of Business
C/O LERMAN AND LERMAN, P.A.
48 EAST FLAGLER STREET, PENTHOUSE 101
MIAMI FL 33131

Mailing Address
C/O LERMAN AND LERMAN, P.A.
48 EAST FLAGLER STREET, PENTHOUSE 101
MIAMI FL 33131-1012

3. Date Incorporated or Qualified 06/22/1979
3a. Date of Last Report 04/03/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number 59-1928639
Applied For Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23 Zip

Country

28 Zip

Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24

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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LERMAN, ISIDORO
LERMAN AND LERMAN, P.A.
48 EAST FLAGLER STREET, PENTHOUSE 101
MIAMI FL 33131

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: _____ DATE: _____
Signature of officer or director of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|-----------------|------------------------|---------------------------------|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | ZAROR, FUAD | |
| STREET ADDRESS | 48 E. FLAGLER ST. #101 | |
| CITY - ST - ZIP | MIAMI FL | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | ANANIAS, E. | |
| STREET ADDRESS | 48 E. FLAGLER ST. #101 | |
| CITY - ST - ZIP | MIAMI FL | |
| TITLE | SD | <input type="checkbox"/> DELETE |
| NAME | LERMAN, ISIDORO | |
| STREET ADDRESS | 48 E. FLAGLER ST. #101 | |
| 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 | | |

| | |
|---------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY - ST - ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 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)(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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____

CR2E034 (9/96)