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FILED
Feb 27, 1999 8:00 am
Secretary of State

02-27-1999 90082 016 ***150.00

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| PROFIT CORPORATION ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|-------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

DOCUMENT # 639962

1. Corporation Name
GOLDMINE ENTERPRISES, INC.



| | |
|-------------------------------------------------------------------|------------------------------------------------------------------------|
| Principal Place of Business 36 NE 1ST STREET MIAMI FL 33132 | Mailing Address 36 NE 1ST STREET STE 712 MIAMI FL 33132 US |
|-------------------------------------------------------------------|------------------------------------------------------------------------|

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 |
| Country 29 | Zip 30 |

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified 10/16/1979 | |
| 4. FEI Number 59-1951744 | Applied For <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent

ELIANI, J
36 NE 1ST STREET
MIAMI FL 33132-9403

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

| | | |
|----------------|-------------------------|---------------------------------|
| TITLE | P | <input type="checkbox"/> DELETE |
| NAME | ELIANI, J | |
| STREET ADDRESS | 20185 E COUNTRY CLUB DR | |
| CITY-ST-ZIP | N MIAMI BEACH, FL 00000 | |
| TITLE | TS | <input type="checkbox"/> DELETE |
| NAME | ELIANI, R | |
| STREET ADDRESS | 20185 E COUNTRY CLUB DR | |
| CITY-ST-ZIP | N MIAMI BCH, FL 00000 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|------------------------------------------------------------------------------|
| 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 checked="" 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 hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: *Oliver Bond* 2/25/99 (305) 371-7086
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)