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**Apr 16 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 # 654781 (4)
1. Corporation Name
FORTUNE INTERNATIONAL/BRICKELL BAYVIEW REAL ESTE, INC.



Principal Place of Business
**2666 BRICKELL AVE. 3RD FLOOR
MIAMI FL 33129**

Mailing Address
**2666 BRICKELL AVE. 3RD FLOOR
MIAMI FL 33129-2810**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/04/1980	3a. Date of Last Report 03/18/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1978907	Applied for Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
DEFORTUNA, EDGARDO 2666 BRICKELL AVE 3 FLOOR MIAMI FL 33129				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City

11. Pursuant to the provisions of Sections 607.0102 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: If registered agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	P	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DEFORTUNA, EDGARDO		1.2 NAME		
STREET ADDRESS	2666 BRICKELL AVE 3 FLOOR		1.3 STREET ADDRESS		
CITY-ST-ZIP	MIAMI FL		1.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			2.2 NAME		
STREET ADDRESS			2.3 STREET ADDRESS		
CITY-ST-ZIP			2.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			3.2 NAME		
STREET ADDRESS			3.3 STREET ADDRESS		
CITY-ST-ZIP			3.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			4.2 NAME		
STREET ADDRESS			4.3 STREET ADDRESS		
CITY-ST-ZIP			4.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP			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 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 from an attachment with an address

[Handwritten Signature]

11-10-97 305-850-2100

CR2E034 (9/96)