FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

97 JUL -1 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F62919

1. Corporation Name: RIVERO HOLDINGS, INC.

Principal Place of Business: 3530 SW 8th Street, Miami, Fl. 33134

Mailing Address: P.O. Box 140340, Coral Gables, Fl. 33114

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip 24 Country 25

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip 29 Country 30

3. Date Incorporated or Qualified: 1/8/82

3a. Date of Last Report: 1/22/96

4. FEI Number: 59-2152130 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [XX] $8.75 Additional Fee Required

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

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

9. Name and Address of Current Registered Agent

RIVERO, LEOPOLDO E.
1915 Ferdinand St.
Coral Gables, Fl. 33134

10. Name and Address of New Registered Agent

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: Signature, Typed or Printed Name of Registered Agent and Title of Officer (NOTE: Registered Agent signature required when resigning) DATE

12. OFFICERS AND DIRECTORS

TITLE	P	[ ] DELETE
NAME	LEOPOLDO E. RIVERO	
STREET ADDRESS	P.O. Box 140340	
CITY-ST-ZIP	Coral Gables, Fl. 33114	
TITLE	VP	[ ] DELETE
NAME	Jose N. Rivero	
STREET ADDRESS	P.O. Box 140340	
CITY-ST-ZIP	Coral Gables, Fl. 33114	
TITLE	VP D	[ ] DELETE
NAME	Enrique J. Rivero	
STREET ADDRESS	P.O. Box 140340	
CITY-ST-ZIP	Coral Gables, Fl. 33114	
TITLE	T	[ ] DELETE
NAME	Manuel Otero	
STREET ADDRESS	P.O. Box 140340	
CITY-ST-ZIP	Coral Gables, Fl. 33114	
TITLE	S	[ ] DELETE
NAME	Maria M. Maspons	
STREET ADDRESS	6510 Castaneda St.	
CITY-ST-ZIP	Coral Gables, Fl.	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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A. Alan 7/1/97

CR2E034 (9/96)

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] 6/30/97 (305) 854-5900

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #