

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 25 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 # F95000002284 (6)

1. Corporation Name
VENUSIA INTERNATIONAL S.A.



Principal Place of Business CALLE AQUILINO DE LA GUARDIA NO 8 PANAMA REPUBLICA DE PANAMA	Mailing Address CALLE AQUILINO DE LA GUARDIA NO 8 PANAMA REPUBLICA DE PANAMA
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/04/1995	3a. Date of Last Report 07/23/1996
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 65-0594643	Applied For Not Applicable
24. Zip	25. Country	29. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

SLOSBERGAS, NELSON
501 BRICKELL KEY DRIVE
SUITE 400
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 _____ (NOTE: Registered Agent signature required when reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		DELETE
TITLE	PDC	<input checked="" type="checkbox"/>
NAME	DIAZ, JULIO E	
STREET ADDRESS	CALLE AQUILINO DE LA GUARDIA NO 8	
CITY-ST-ZIP	REPUBLICA DE PANAMA PANAMA	
TITLE	SD	<input checked="" type="checkbox"/>
NAME	CHANIS, RODRIGO A	
STREET ADDRESS	CALLE AQUILINO DE LA GUARDIA NO 8	
CITY-ST-ZIP	REPUBLICA DE PANAMA PANAMA	
TITLE	STD	<input type="checkbox"/>
NAME	DE TRUTE, ITZKRA M	
STREET ADDRESS	CALLE AQUILINO DE LA GUARDIA NO 8	
CITY-ST-ZIP	REPUBLICA DE PANAMA PANAMA	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	PD	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
1.2 NAME	Ezequiel Ruiz R.		
1.3 STREET ADDRESS	Calle Aquilino De la Guardia No. 8		
1.4 CITY-ST-ZIP	Republica de Panama, Panama		
2.1 TITLE	VPD	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2 NAME	Marta de la Guardia de Diaz		
2.3 STREET ADDRESS	Calle Aquilino de la Guardia No. 8		
2.4 CITY-ST-ZIP	Republica de Panama, Panama		
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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]*
ITZKRA M. DE TRUTE

August 12, 1997

CR2E034 (4/97)