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**May 08 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 # F95000003064 (1)

1. Corporation Name
SPANISH WATER RESORT N.V. CORP



Principal Place of Business: **15888 S.W. 95 AVE #124 MIAMI FL 33157**
Mailing Address: **15888 S.W. 95 AVE #124 MIAMI FL 33157-1851**

3. Date Incorporated or Qualified: **06/26/1995**
3a. Date of Last Report: **05/01/1996**

2. Principal Place of Business (21-24) and Mailing Address (25-28) fields with sub-headers for Suite, City, State, Zip, and Country.

4. FEI Number: **APPLIED FOR**
5. Certificate of Status Desired: \$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 No

9. Name and Address of Current Registered Agent
**LUNDELIUS, WALTER D SR
9946 NW 49 TER
MIAMI FL 33178**

10. Name and Address of New Registered Agent (81-85) fields.

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	CV	<input checked="" type="checkbox"/> DELETE
NAME	WERNET, FRANCISCO	
STREET ADDRESS	PALISIA WEG 62 - SAN NICOLAAS	
CITY - ST - ZIP	ARUBA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ISA, WILLIAM L	
STREET ADDRESS	KAYA DRS OY SPROCK 62	
CITY - ST - ZIP	CURACAO, N.A.	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HART, RICHARD N	
STREET ADDRESS	KAYA PAPON 10	
CITY - ST - ZIP	CURACAO, N.A.	
TITLE	P	<input type="checkbox"/> DELETE
NAME	JESURUN, ARTURO J	
STREET ADDRESS	92 KAYA GODETT - PO BOX 4011	
CITY - ST - ZIP	CURACAO, N.A.	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SURIEL, FRANCISCO R	
STREET ADDRESS	MAYA WEG - 12	
CITY - ST - ZIP	CURACAO, N.A.	
TITLE	T	<input type="checkbox"/> DELETE
NAME	GUATO, VIRGINIA	
STREET ADDRESS	MAHAANWEG 11	
CITY - ST - ZIP	CURACAO, N.A.	

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 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	

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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: *Walter D Lundelius* 4/29/97 305 592 5822
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
0215636

CR2E034 (9/96)