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DIVISION OF CORPORATIONS

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CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # M78247 (7)

1. Corporation Name
DISCOVER BRAZIL TOURS INC.

Principal Place of Business 8010 S.W. 137TH AVE. SUITE #118 MIAMI FL 33186	Mailing Address 8010 S.W. 137TH AVE. SUITE #118 MIAMI FL 33186
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DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/20/1988	3a. Date of Last Report 03/01/1994
21	22	26	27	4. FEI Number 65-0046087	Applied For Not Applicable
23. City & State		28. City & State		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24. Zip		29. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25. Country		30. 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
MATHESON, DANIEL S.
9010 SW 137TH AVE.
SUITE #118
MIAMI FL 33186

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATHESON, DANIEL S.	1.2 NAME	
STREET ADDRESS	9010 SW 137TH AVE #118	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE		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		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		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		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		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 is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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: DANIEL S. MATHESON, PRESIDENT 3/2/95 305 382 7115
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Date) (Type/Title #)