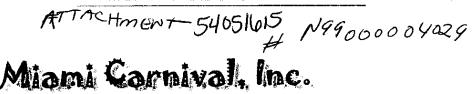
2004 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

May 03, 2004 8:00 am Secretary of State **DOCUMENT # N99000004029** 05-03-2004 91230 036 ****61.25 MIAMI CARNIVAL, INC. Principal Place of Business Mailing Address 18425 N.W. 2ND AVENUE, SUITE 335 18425 N.W. 2ND AVENUE, SUITE 335 MIAMI, FL 33169 MIAMI, FL 33169 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt, #, etc 04132004 Chg-NP CR2E037 (10/03) City & State City & State 4. FEI Number 65-0932385 Applied For Not Applicable \$8.75 Additional Zip Country Country 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent Name D'ARCY, KATHRYN Street Address (P.O. Box Number is Not Acceptable) 2999 NE 191 STREET 18425 DW 2nd AUR., AVENTURA, FL 33180 Zip Code 33/69 MIAMI GARDENS 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. KATHRYN D'ARCY, REG. AGENT 4/13/04 SIGNATURE 9. Election Campaign Financing \$5.00 May Be Make check payable to Filing Fee is \$61.25 Florida Department of State Trust Fund Contribution. 🐃 Due by May 1, 2004 Added to Fees OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10 10.4 11. TITLE Delete TITLE Change RAGOONAN, JOAN NAME NAME STREET ADDRESS 18715 N.W. 10TH COURT STREET ADDRESS MIAMI, FL 33169 CITY. ST-ZIP CITY-ST-ZIP TILE Delete ☐ Change ☐ Addition LEWIS, SELMAN NAME NAME STREET ADDRESS 18425 NW 2ND AVE., STE 335 STREET ADDRESS CITY-ST-ZIP MIAMI, FL 33169 CITY-ST-ZIP TITLE ☐ Delete ☐ Change ☐ Addition WILLIAM, RUTHVEN NAME NAME STREET ADDRESS 18425 N.W. 2ND AVENUE, SUITE 335 STREET ADDRESS MIAMI, FL 33169 CITY-ST-ZIP CITY-ST-ZIP ☐ Delete TITLE ☐ Change ☐ Addition TITLE ROBERTS, SYDNEY NAME NAME STREET ADDRESS 1035 NE 125 STREET STREET ADDRESS CITY-ST-ZIP MIAMI, FL 33161 CITY-ST-7IP ☐ Delete ☐ Change ☐ Addition TITLE TITLE DARCY, KATHRYN NAME MAME STREET ADDRESS 2999 NE 191 ST., #901 STREET ADDRESS CITY-ST-ZIP AVENTURA, FL 33180 CITY-ST-ZIP ☐ Change TITLE ☐ Addition TITLE ☐ Delete RAGOO, FRANCIS NAME NAME 1130 N.E. 201 TERRACE STREET ADDRESS STREET ADDRESS MIAMI, FL 33179 CITY-ST-ZIP CITY-ST-ZIP

12. I 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 report or supplementation to the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of the same legal effect as if made under oath; the same legal effect as if made under oath; the same legal effect as if made under oath; the same lega

SIGNATURE: _

SELMAN LOUIS 4/13/04 305-





18425 N.W. 2nd Avenue, Suite 335 Miami, Florida 33169 Ph: (305) 653-1877 Facsimile (305) 653-2433

April 12, 2004

Division Of Corporations P. O. Box 1500 Tallahassee, FL 32302-1500

Dear Sirs,

Re: Miami Carnival Inc., #N99000004029

Further to the resignation received from Mr. Aldwyn Thomas, Director of Miami Carnival Inc., and a Resolution at a Board Meeting of April 5th, 2004, please remove the following name from the Board of Directors of Miami Carnival Inc. which is filed in Tallahassee:

Mr. Aldwyn Thomas, Director

There are presently eleven Directors, as follows:

Mr. Carl Assam

Mrs. Kathryn D'Arcy

Mr. Caryle DeCruise

Mr. Selman Lewis

Mr. Vincent Lila

Mr. Raymond Luke

Mr. Francis Ragoo

Mrs. Joan Ragoonan

Mr. Sidney Roberts

Mr. Ruthven Williams

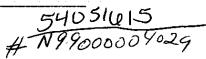
Mr. Desmond Worrell

Sincerely,

Kathryn D'Arcy Corporate Secretary

cc: The Board of Directors, Miami Carnival Inc.

ATTACHMENT





Miami Carnival, Inc.

18425 N.W. 2nd Avenue, Suite 335 Miami, Florida 33169

Ph: (305) 653-1877 * Facsimile (305) 653-2433

April 12, 2004

Mr. Aldwyn C. Thomas 1951 NW 85th Way Pembroke Pines, FL 33024

Dear Sir.

This will confirm receipt of your letter of resignation dated December 22, 2003.

At a meeting of the Board of Directors of Miami Carnival Inc. which was held on April 5th, 2004 the Directors read and accepted Article 3.7 of the Bylaws of the Corporation, which reads as follows:

Resignation.

Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified thereon, the acceptance of such resignation shall not be necessary to make it effective.

This letter will confirm that The Board of Directors acknowledges receipt of your resignation and we further acknowledge that it became effective upon receipt. In addition, we wish to confirm that your name will be removed from the Articles of Incorporation in Tallahassee.

We thank for your service over the years and we wish you the best in the future. We will look forward to welcoming you, as our guest, at the 20th Anniversary Celebration on October 10th.

Sincerely,

Kathryn D'Arcy Corporate Secretary

cc: The Board of Directors, Miami Carnival Inc.