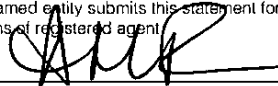
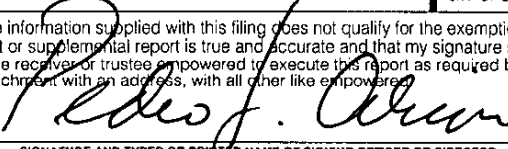


2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 SEP -6 AM 11:38

DOCUMENT # P03000016912 1. Entity Name ADRIAN REAL ESTATE INVESTMENTS II, INC.		
Principal Place of Business 2450 SW 137TH AVE., SUITE 228 MIAMI, FL 33175		Mailing Address 2450 SW 137TH AVE., SUITE 221 MIAMI, FL 33175
2. Principal Place of Business 4000 Ponce de Leon Blvd. Suite, Apt. #, etc. Suite 770 City & State Coral Gables, FL Zip 33146 Country USA	3. Mailing Address 4000 Ponce de Leon Blvd. Suite, Apt. #, etc. Suite 770 City & State Coral Gables, FL Zip 33146 Country USA	 06292005 Chg-P CR2E034 (10/03)
4. FEI Number 75-3099518		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required
6. Name and Address of Current Registered Agent A&A REGISTERED AGENT, INC. 2450 SW 137TH AVE., SUITE 221 MIAMI, FL 33175		7. Name and Address of New Registered Agent Name A.M. Rojas, P.A. Street Address (P.O. Box Number is Not Acceptable) 1985 NW 80 COURT Suite 201 City Miami FL Zip Code 33172
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. SIGNATURE:  <small>Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>		
FILE NOW!!! FEE IS \$150.00 Due by September 7, 2005		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.
10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input type="checkbox"/> Delete ADRIAN, PEDRO J 2450 SW 137TH AVE., SUITE 228 MIAMI, FL 33175	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition TITLE NAME STREET ADDRESS CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	100059550 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 09/13/05--01010--002 **150.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowerments.		
SIGNATURE:  <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		Date _____ Daytime Phone # _____