

2-4-97 B-1267-C
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**Feb 04 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 # P93000080729 (5)

1. Corporation Name
JACARANDA (USA), INC.



Principal Place of Business
**GRAPE TREE 600
 MAR AZUL - 5A NORTH
 KEY BISCAYNE FL 33149**

Mailing Address
**701 BRICKELL AVENUE
 1600
 MIAMI FL 33131-2827
 US**

3. Date Incorporated or Qualified **11/23/1993** 3a. Date of Last Report **02/13/1996**

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Zip Country 29 Zip Country 30

4. FEI Number **65-0464121** Applied For Not Applicable
 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
**HUDSON, ROBERT F JR.
 701 BRICKELL AVE.
 SUITE 1600
 MIAMI FL 33131**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS
 TITLE DELETE
 NAME **D CUSTER, CAROLINE H**
 STREET ADDRESS **GRAPE TREE 600, MAR AZUL - 5A NORTH**
 CITY-ST-ZIP **KEY BISCAYNE FL 33149**
 TITLE DELETE
 NAME **AS VEATER, CLAIRE W**
 STREET ADDRESS **10453 SW 114TH STREET**
 CITY-ST-ZIP **MIAMI FL**
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP
 3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP
 4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP
 5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP
 6.1 TITLE Change Addition
 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: **Claire W. Veater (Claire W. Veater) Assistant Sec.** Date **1/23/97** Davome Phone # **305-232-3908**

CR2E034 (9/96)