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FILED
Mar 10 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 # P94000079523 (4)
1. Corporation Name
OFFSHORE SUPPLY, INC.



Principal Place of Business: 9600 NW 25 ST. SUITE 3F MIAMI FL 33172 US
Mailing Address: 9600 N 25 ST. SUITE 3F MIAMI FL 33172-1416 US

2. Principal Place of Business (21) Suite Apt. # etc (22) City & State (23) Zip (24) Country (25)
2a. Mailing Address (26) Suite, Apt #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: 10/28/1994
3a. Date of Last Report: 02/15/1996
4. FEI Number: 65-0528725
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
MESA, MANUEL A ESQ.
250 BIRD RD. SUITE 216
CORAL GABLES FL 33146

10. Name and Address of New Registered Agent
81 Name: MESA, MANUEL A. ESQ.
82 Street Address (P.O. Box Number is Not Acceptable): 1000 BRICKELL STE 660
83 City: MIAMI
84 City: MIAMI FL 85 Zip Code: 33131

11. Pursuant to the provisions of Sections 607.0602 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: *Manuel A. Mesa* DATE: 2/18/97

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ADAMI, CLAUDIA	
STREET ADDRESS	9600 NW 25 ST., SUITE 3F	
CITY - ST - ZIP	MIAMI FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BASTOS, NELSON	
STREET ADDRESS	9600 NW 25 ST., SUITE 3F	
CITY - ST - ZIP	MIAMI FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MESA, MANUEL A. E	
STREET ADDRESS	250 BIRD RD, SUITE 216 1000 BRICKELL STE 660	
CITY - ST - ZIP	CORAL GABLES FL MIAMI FL 33131	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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	

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: *[Signature]* DATE: Feb, 18/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)