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**Feb 18 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # P94000092308 (3)

1. Corporation Name
SOUTH EXCHANGE, INC.



Principal Place of Business
**100 NORTH BISCAYNE BLVD.
SUITE 102
MIAMI FL 33133**

Mailing Address
**100 NORTH BISCAYNE BLVD.
SUITE 102
MIAMI FL 33133**

3. Date Incorporated or Qualified 12/22/1994	3a. Date of Last Report 04/26/1996
4. FEI Number 65-0615397	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**BIANCO-REYES, MARILYN
1231 MADRID STREET
CORAL GABLES FL 33134**

10. Name and Address of New Registered Agent

81 Name BARRY SCUTILLO
82 Street Address (P.O. Box Number is Not Acceptable) 8000 N. UNIVERSITY DRIVE
83
84 City FORT LAUDERDALE
85 Zip Code FL 33321-2118

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 *Barry C. Scutillo* DATE 2/10/97
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PTSD	<input type="checkbox"/> DELETE
NAME	ANSPACH, SILVIO R	
STREET ADDRESS	2843 SO. BAYSHORE DRIVE #7A	
CITY - ST - ZIP	COCONUT GROVE FL 33133	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
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	PTSD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ANSPACH, SILVIO R	
1.3 STREET ADDRESS	7100 MIRA FLORES AVE. COCOPLUM	
1.4 CITY - ST - ZIP	CORAL GABLES FL 33146	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *Silvio Anspach* DATE 1/07/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)