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**Feb 14 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 # P95000062372 (4)

1. Corporation Name:
CELLULAR MOTION INC.



Principal Place of Business
**3002 NW 72ND AVENUE
MIAMI FL 33122**

Mailing Address
**3002 NW 72ND AVENUE
MIAMI FL 33122-1314**

3. Date Incorporated or Qualified 08/10/1995	3a. Date of Last Report 04/23/1996
4. FEI Number 65-0813307	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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	

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

9. Name and Address of Current Registered Agent
**SALINAS, RONALD R
3272 NW 72ND AVENUE
MIAMI FL 33122**

10. Name and Address of New Registered Agent

81 Name IVAN SANGUINO
82 Street Address (P.O. Box Number is Not Acceptable) 3002 NW 72D AVENUE
83
84 City MIAMI
85 Zip Code FL 33122

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 PD	<input type="checkbox"/> DELETE
NAME SANGUINO, IVAN	
STREET ADDRESS 3002 NW 72 AVENUE	
CITY-ST-ZIP MIAMI FL	
TITLE STD	<input checked="" type="checkbox"/> DELETE
NAME SALINAS, RONALD R	
STREET ADDRESS 3272 NW 72ND AVENUE	
CITY-ST-ZIP MIAMI FL 33122	
TITLE VO	<input checked="" type="checkbox"/> DELETE
NAME RESTREPO, JUAN F	
STREET ADDRESS 21 SE 1ST AVENUE STE 708	
CITY-ST-ZIP 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 S	
4.3 STREET ADDRESS YAMEL SANGUINO	
4.4 CITY-ST-ZIP 3002 NW 72D AVENUE	
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: **IVAN SANGUINO** **2/4/97** **(305) 639.2560**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)