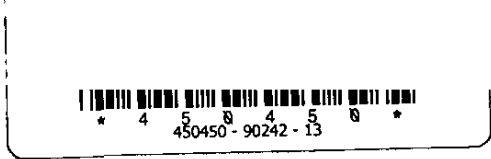


PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS



DOCUMENT # P95000090832 ✓
 1. Corporation Name
ARGENTUM OF SOUTH BEACH CORP.



Principal Place of Business: 1200 WEST AVE. SUITE 1121 MIAMI BEACH, FL 33139
 Mailing Address: 1200 WEST AVE. SUITE 1121 MIAMI BEACH, FL 33139

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 1200 WEST AVE SUITE, Apt. #, etc. 22 1121 City & State 23 MIAMI BEACH, FL Zip Country 24 33139 25 USA

2a. Mailing Address: 26 1200 WEST AVE. SUITE, Apt. #, etc. 27 1121 City & State 28 MIAMI BEACH, FL Zip Country 29 33139 30 USA

3. Date Incorporated or Qualified \$
 4. FEI Number 65-0621045 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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
MARIA A. RIGOTTI
 1200 WEST AVE.
 Apt 1121
 Miami Beach, FL 33139

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 807.0502 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: *Maria A. Rigotti* DATE: 4/24/99

12. OFFICERS AND DIRECTORS

TITLE	PRESIDENT	<input type="checkbox"/> DELETE
NAME	MARIA A. RIGOTTI	
STREET ADDRESS	1200 West Ave. #1121	
CITY-ST-ZIP	Miami Beach, FL 33139	
TITLE	VICE-PRESIDENT	<input type="checkbox"/> DELETE
NAME	PABLO B. FRANSELLE	
STREET ADDRESS	1200 West Ave # 1121	
CITY-ST-ZIP	Miami Beach, FL 33139	
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	<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 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, with all other like empowered.

SIGNATURE: *Maria A. Rigotti* DATE: 3/24/99 DAYTIME PHONE #: 786-493-9629

CR2E034 (1/1/98)