

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)**

FILED
Jul 25 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000030290 (6)
 1. Corporation Name
WOOD AND ZAPATA, INC.



Principal Place of Business 419A ESPANOLA WAY MIAMI BEACH FL 33139	Mailing Address 419A ESPANOLA WAY MIAMI BEACH FL 33139
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	308 Congress Street	04/01/1996	
22	City & State	27	Boston, MA	4. FEI Number	Applied For
23	Zip	28	62210	65-0655611	Not Applicable
24	Country	29		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input type="checkbox"/>	\$5.00 May Be Added to Fees
				6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
WOOD, BENJAMIN T 419A ESPANOLA WAY MIAMI BEACH FL 33139				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code
				FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOOD, BENJAMIN T	1.2 NAME	
STREET ADDRESS	419A ESPANOLA WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZAPATA, CARLOS	2.2 NAME	
STREET ADDRESS	419A ESPANOLA WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOFF, MELISSA	3.2 NAME	
STREET ADDRESS	419A ESPANOLA WAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 13 if changed or on an attachment with an address.

SIGNATURE: Melissa Koff 7.21.97 305 672 9435

CR2E034 (4/97)