

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 16 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 # P96000032885 (1)

1. Corporation Name
CLASSIC PROPERTIES (U.S.A.), INC.



Principal Place of Business 1101 BRICKELL AVENUE, SUITE 1400 MIAMI FL 33131	Mailing Address 1101 BRICKELL AVENUE, SUITE 1400 MIAMI FL 33131-3117
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/10/1996	3a. Date of Last Report
21. Suite, Apt #, etc.	26. Suite, Apt #, etc.	4. FEI Number 13-3883736		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent BLOOM, LEONARD H 1101 BRICKELL AVENUE, SUITE 1400 MIAMI FL 33131				10. Name and Address of New Registered Agent			
81. Name				85. Zip Code			
82. Street Address (P.O. Box Number is Not Acceptable)				FL			
83.				84. City			

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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	SELENA GIBSON
STREET ADDRESS		1.3 STREET ADDRESS	The Tropic Isle Building
CITY- ST- ZIP		1.4 CITY- ST- ZIP	British Virgin Islands
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	RAYMOND PAGE
STREET ADDRESS		2.3 STREET ADDRESS	The Tropic Isle Building
CITY- ST- ZIP		2.4 CITY- ST- ZIP	British Virgin Islands
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	ANDREW KEULS
STREET ADDRESS		3.3 STREET ADDRESS	The Tropic Isle Building
CITY- ST- ZIP		3.4 CITY- ST- ZIP	British Virgin Islands
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 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: _____ DAYTIME PHONE # _____

CR2E034 (9/96)