

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

FILED
Jun 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT #
 1. Corporation Name
 SAM Holding, Inc.

96000045427

Principal Place of Business Mailing Address
 T. H. Buscaglia & Ass
 Attn: Tom Buscaglia
 111 Southwest 5th Ave
 Suite 200 Warner Place
 Miami, FL 33130-1381

DO NOT WRITE IN THIS SPACE

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	30

3. Date Incorporated or Qualified	4. FEI Number	Applied For
5/14/96	65-0710149	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

81 Name	
82 Street	
83	
84 City	

10. Name and Address of New Registered Agent

Company Agent, Inc.
 111 S.W. 5th Ave.
 Suite 200 - Warner Place
 Miami FL 33130-1381

11. Pursuant to the provisions of Sections 607.02 and 607.1508, Florida Statutes, the above-named 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:

SIGNATURE: *[Signature]* COMPANY AGENT - THOMAS H. BUSCAGLIA, PRESIDENT 6/9/98

(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	President	<input type="checkbox"/> DELETE
NAME	Tony K. Cardinali	
STREET ADDRESS	4118 Ventura Ave TKE	
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	President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Tony K. Cardinali	
1.3 STREET ADDRESS	4118 Ventura Ave	
1.4 CITY-ST-ZIP	Coconut Grove, FL 33133	
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		

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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.

SIGNATURE: *[Signature]* Tony K. Cardinali 4/29/98 (305) 324-6000

CR2E034 (10/97)