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Feb 13 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 # P96000064591 (6)
 1. Corporation Name
VALENTINO ENTERPRISES, INC.



Principal Place of Business: **4000 HOLLYWOOD BLVD. SUITE 350 NORTH TOWER HOLLYWOOD FL 33021**
 Mailing Address: **CARMINE PAOLINO 6586 PAPINEAU MONTREAL QUEBEC CANADA H262X-2**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: [21] Suite, Apt. #, etc. [22] City & State [23] Zip [24] Country [25]
 2a. Mailing Address: [26] Suite, Apt. #, etc. [27] City & State [28] Zip [29] Country [30]

3. Date Incorporated or Qualified: **08/01/1996**
 4. FEI Number: **NOT APPLICABLE** 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
FEINBERG, JEFFREY
4000 HOLLYWOOD BLVD.
SUITE 350, NORTH TOWER
HOLLYWOOD FL 33021

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 607.0507 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 607.0509, Florida Statutes.

SIGNATURE: _____ (DATE) _____

12. OFFICERS AND DIRECTORS
 D PAOLINO, CARMINE 2X2
 6586 AV. PAPINEAU
 MONTREAL QUEBEC CANADA H2G 2X2

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 11 TITLE Change Addition
 12 NAME
 13 STREET ADDRESS
 14 CITY, ST, ZIP **H2G 2X2**
 21 TITLE Change Addition
 22 NAME
 23 STREET ADDRESS
 24 CITY, ST, ZIP
 31 TITLE Change Addition
 32 NAME
 33 STREET ADDRESS
 34 CITY, ST, ZIP
 41 TITLE Change Addition
 42 NAME
 43 STREET ADDRESS
 44 CITY, ST, ZIP
 51 TITLE Change Addition
 52 NAME
 53 STREET ADDRESS
 54 CITY, ST, ZIP
 61 TITLE Change Addition
 62 NAME
 63 STREET ADDRESS
 64 CITY, ST, ZIP

14. I hereby certify that the information supplied with this document is not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. I further certify that the information indicated on this annual report is supplied in good faith, 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 registered agent authorized to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 of this report. I am a citizen of _____ and my address is _____

SIGNATURE: *Carmine Paolino* **CARMINE PAOLINO Jan 28 '98 (514) 322-7902**

CR2E034 (10/97)