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Mar 24, 1999 8:00 am
Secretary of State

03-24-1999 90065 026 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000062423

1. Corporation Name
 Sundew Flowers, Inc.

Principal Place of Business Mailing Address
 2914 NW 72 Avenue
 Miami, FL 33122

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 7/15/98

4. FEI Number
 65-0850395 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

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 25 29 30

9. Name and Address of Current Registered Agent

Posada, Beatriz
 2914 NW 72 Avenue
 Miami, FL 33122

10. Name and Address of New Registered Agent

81 Name
 Cevallos, David F.
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 2914 NW 72 Avenue
 84 City
 Miami FL 85 Zip Code
 33122

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 *[Signature]* David F. Cevallos, Pres. 3/15/99 DATE

12. OFFICERS AND DIRECTORS

DELETE ADDITION

TITLE D
 NAME Posada, Beatriz
 STREET ADDRESS 2914 NW 72 Avenue
 CITY-ST-ZIP Miami, FL 33122

TITLE DELETE ADDITION

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE ADDITION

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE ADDITION

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE ADDITION

NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

1.1 TITLE Pres, Treas, Dir.
 1.2 NAME Cevallos, David F.
 1.3 STREET ADDRESS 2914 NW 72 Avenue
 1.4 CITY-ST-ZIP Miami, FL 33122

2.1 TITLE Change Addition

2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE VP, Secy, Dir. Change Addition

3.2 NAME Villegas, Francisco J.
 3.3 STREET ADDRESS 2914 NW 72 Avenue
 3.4 CITY-ST-ZIP Miami, FL 33122

4.1 TITLE Change Addition

4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change 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: *[Signature]* David F. Cevallos, Pres. 3/15/99 (305) 718-4466 DATE Daytime Phone #

CR2E034 (11/98)