

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

FILED
Feb 17, 1999 8:00am
Secretary of State

02-17-1999 90081 030 ****150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # **S78173**

1. Corporation Name
MARS ENTERTAINMENT, INC.

Principal Place of Business	Mailing Address
2601 S BAYSHORE DRIVE PH 1-B COCONUT GROVE FL 33133	2601 S BAYSHORE DRIVE PH 1-B COCONUT GROVE FL 33133



DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified
08/29/1991

4. FEI Number
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

CRUTCHFIELD, TIMOTHY H
100 SOUTH BISCAYNE BLVD
SUITE 800
MIAMI FL 33131

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 607.0502 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating).

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	VELAZQUEZ, RAY	
STREET ADDRESS	2601 S BAYSHORE DR., PH 1-B	
CITY-ST-ZIP	COCONUT GROVE FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	PEREZ, ALFONSO	
STREET ADDRESS	100 S BISCAYNE BLVD STE 800	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CRUTCHFIELD, TIM	
STREET ADDRESS	100 S BISCAYNE BLVD STE 800	
CITY-ST-ZIP	MIAMI FL	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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	

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: *Ray Velazquez* REGISTERED JAN 6, 1999

CR2E034 (11/98)