

FILE NOW: FILING FEE AFTER MAY 1 IS ~~\$220.00~~ \$550.00

pg 1 of 2

PROFIT CORPORATION ANNUAL REPORT 1996 X 1997
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

APPROVED AND FILED

1997 MAY -6 PM 12:41

SECRETARY OF STATE TALLAHASSEE, FLORIDA

DOCUMENT # V32983
 1. Corporation Name
 ADENATNO - USA, INCORPORATED



Principal Place of Business Mailing Address
 8801 N.W. 15 St. 8801 N.W. 15 St.
 Miami, FL 33172 Miami, FL 33172

3. Date Incorporated or Qualified 05/01/1992
 3a. Date of Last Report 11/26/96
 4. FEI Number 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 c/o Rabobank Nederland 2a c/o Rabobank Nederland
 Suite, Apt. #, etc. Legal Dept. Suite, Apt. #, etc. Legal Dept.
 22 245 Park Ave., 36th Floor 27 245 Park Ave., 36th Floor
 City & State City & State
 23 New York, NY 28 New York, NY
 Zip Country Zip Country
 24 10167 25 USA 29 10167 30 USA

9. Name and Address of Current Registered Agent
 Thompson, Enrique
 1275 N.W. 120th St.
 Miami, FL 33167

10. Name and Address of New Registered Agent
 01 Name C T CORPORATION SYSTEM
 02 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road
 03
 04 City Plantation FL 05 Zip Code 33324

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.

SEE ATTACHED

SIGNATURE Signature typed or printed name of registered agent and fee applicable (NOTE: Registered Agent signature required when reorganizing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '97	
TITLE	P	1.1 TITLE	D/P/S/T
NAME	Ontaneda, Ramiro	1.2 NAME	Lotufo, Mario
STREET ADDRESS	Ave. Juan Tanca Marengo Km. 4 1/2	1.3 STREET ADDRESS	245 Park Ave., 36th Floor
CITY-ST-ZIP	Guayaquil, Ecuador	1.4 CITY-ST-ZIP	New York, NY 10167
TITLE	VP	2.1 TITLE	D
NAME	Ontaneda, Marco Antonio	2.2 NAME	Wagner, Willem
STREET ADDRESS	Ave. Juan Tanca Marengo Km. 4 1/2	2.3 STREET ADDRESS	245 Park Avenue, 36th Floor
CITY-ST-ZIP	Guayaquil, Ecuador	2.4 CITY-ST-ZIP	New York, New York 10167
TITLE	S	3.1 TITLE	D
NAME	Ontaneda, Paulina	3.2 NAME	Riedlin, Hanno
STREET ADDRESS	Ave. Juan Tanca Marengo	3.3 STREET ADDRESS	245 Park Avenue, 36th Floor
CITY-ST-ZIP	Guayaquil, Ecuador	3.4 CITY-ST-ZIP	New York, NY 10167
TITLE	T	4.1 TITLE	D
NAME	Feraud, Horacio	4.2 NAME	Henrich, George
STREET ADDRESS	1201 Manati Ave.	4.3 STREET ADDRESS	245 Park Avenue, 36th Floor
CITY-ST-ZIP	Coral Gables, FL 33146	4.4 CITY-ST-ZIP	New York, New York 10167
TITLE		5.1 TITLE	AS
NAME		5.2 NAME	Lodish, Alvin D.
STREET ADDRESS		5.3 STREET ADDRESS	245 Park Avenue, 36th Floor
CITY-ST-ZIP		5.4 CITY-ST-ZIP	New York, NY 10167
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Alvin D. Lodish, Assistant Secretary 5/5/97 305-374-7580
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Date/Time/Phone #

482052

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of ADENATNO - USA, INCORPORATED, a Florida corporation, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated May 5 , 1997



C T CORPORATION SYSTEM

Peter F. Souza
Special Assistant Secretary