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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # L70834

(1)

1. Corporation Name

138 INTERNATIONAL, INC.



Principal Place of Business

2637 N. MIAMI AVE
MIAMI BEACH FL 33127

Mailing Address

2637 N. MIAMI AVE
MIAMI BEACH FL 33127

2. Principal Place of Business

21 301 N.W. 28 ST.

State, Apt. #, etc.

22

City & State

23 MIAMI, FL

Zip Country

24 33127

25

2a. Mailing Address

26 301 N.W. 28 ST

State, Apt. #, etc.

27

City & State

28 MIAMI, FL

Zip Country

29 33127

30

9. Name and Address of Current Registered Agent

SALINA, CHEN
1305 N. BISCAYNE POINT ROAD
MIAMI BEACH FL 33141

81 Name

82 Street Address (P.O. Box Numbers Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1576, 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. Thereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0506, Florida Statutes.

SIGNATURE

MIKE CHEN

4/16/96

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

DP
CHEN, MIKE Y. L.
1305 N BISCAYNE POINT RD
MIAMI BEACH FL

DELETE

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

DST
CHEN, SALINA
1305 N BISCAYNE POINT RD
MIAMI BEACH FL

DELETE

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

DELETE

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

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TITLE NAME STREET ADDRESS CITY-STATE-ZIP

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DELETE

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

TITLE NAME STREET ADDRESS CITY-STATE-ZIP

DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

14 TITLE

15 NAME

16 STREET ADDRESS

17 CITY-STATE-ZIP

18 TITLE

19 NAME

20 STREET ADDRESS

21 CITY-STATE-ZIP

22 TITLE

23 NAME

24 STREET ADDRESS

25 CITY-STATE-ZIP

26 TITLE

27 NAME

28 STREET ADDRESS

29 CITY-STATE-ZIP

30 TITLE

31 NAME

32 STREET ADDRESS

33 CITY-STATE-ZIP

34 TITLE

35 NAME

36 STREET ADDRESS

37 CITY-STATE-ZIP

38 TITLE

39 NAME

40 STREET ADDRESS

41 CITY-STATE-ZIP

42 TITLE

43 NAME

44 STREET ADDRESS

45 CITY-STATE-ZIP

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)(a), Florida Statutes. I further certify that the information indicated for 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

MIKE CHEN
PH23102NT

4/16/96 (305) 5769777

CR2E034 (12/95)