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**Mar 13 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 598648 (4)
1. Corporation Name: **ORION BUYING CORP.**



Principal Place of Business: **9100 S. DADELAND BLVD., #1700 MIAMI FL 33156**
Mailing Address: **% ORION INVESTMENT & MANAGEMENT P.O. BOX 560607 MIAMI FL 33256-0607**

3. Date Incorporated or Qualified 12/18/1978	3a. Date of Last Report 09/30/1996
4. FEI Number 59-1845874	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

21. Principal Place of Business, Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address, Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country
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9. Name and Address of Current Registered Agent
**BROWN, B MACKAY
7100 NORTH KENDALL DR.
SUITE 100
MIAMI FL JFL 33156**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	TPD	<input type="checkbox"/> DELETE
NAME	SANZ, JOSEPH A	
STREET ADDRESS	200 S BISCAYNE BLVD #5400	
CITY-ST-ZIP	MIAMI, FL 00000	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	BUHRMASTER, NORMAN J	
STREET ADDRESS	200 S BISCAYNE BLV #5400	
CITY-ST-ZIP	MIAMI, FL 00000	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 do 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.

SIGNATURE: *Amel A. Sanz* **3/5/97** **305-670-7100**
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)