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FILED
Apr 29 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 # F94000005470 (9)

1. Corporation Name
BREGA INVESTMENTS N.V.



Principal Place of Business
**C/O E.F. ALVAREZ & COMPANY, P.A.
 782 N.W. 42ND AVENUE, SUITE 545
 MIAMI FL 33126**

Mailing Address
**C/O E.F. ALVAREZ & COMPANY, P.A.
 782 N.W. 42ND AVENUE, SUITE 545
 MIAMI FL 33126-5548**

3. Date Incorporated or Qualified 10/21/1994	3a. Date of Last Report 04/15/1996
4. FEI Number 98-0053361	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	

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. Zip	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent
**E.F. ALVAREZ & COMPANY, P.A.
 782 N.W. 42 AVENUE, SUITE 545
 MIAMI FL 33126**

10. Name and Address of New Registered Agent

B1. Name
B2. Street Address (P.O. Box Number is Not Acceptable)
B3.
B4. City
B5. 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 _____ (Signature, typed or printed name of registered agent and the applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	CORPORATE AGENTS N.V.	
STREET ADDRESS	3 L.B. SMITHPLEIN	
CITY-ST-ZIP	CURACAO/NETHERLANDS ANTILLES	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FASENDA, LUCIANO J. D.	
STREET ADDRESS	AV. PRINCIPAL STA. MARIA APTO 13B	
CITY-ST-ZIP	SEBUCAN CARACAS VENEZUELA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DE DUQUE, ROSA F	
STREET ADDRESS	AV. PRINCIPAL STA. MARIA APTO 13B	
CITY-ST-ZIP	SEBUCAN CARACAS VENEZUELA	
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 _____

CR2E034 (9/96)