

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

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AND  
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97 MAY -1 AM 10: 59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



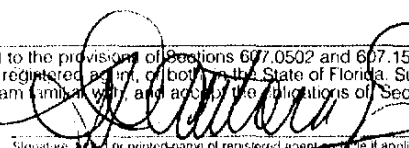
|                                                 |  |                                                                                                                                                                                         |  |
|-------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1997     |  | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| DOCUMENT # 436244 (8)                           |  |                                                                                                                                                                                         |  |
| 1. Corporation Name<br>PALM LIQUOR LOUNGE, INC. |  |                                                                                                                                                                                         |  |

|                                                                 |                                                          |
|-----------------------------------------------------------------|----------------------------------------------------------|
| Principal Place of Business<br>2300 CORAL WAY<br>MIAMI FL 33145 | Mailing Address<br>2300 CORAL WAY<br>MIAMI FL 33145-3511 |
|-----------------------------------------------------------------|----------------------------------------------------------|

|                                                                                                                                               |  |                                                                                                                                    |  |                                                                                                                                                  |  |                                       |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------|--|
| 2. Principal Place of Business<br>21 2300 CORAL WAY<br>Suite, Apt. #, etc.<br>22 # 200<br>City & State<br>23 MIAMI FLORIDA<br>Zip<br>24 33145 |  | 2a. Mailing Address<br>25 2300 CORAL WAY<br>Suite, Apt. #, etc.<br>27 # 200<br>City & State<br>28 MIAMI FLORIDA<br>Zip<br>29 33145 |  | 3. Date Incorporated or Qualified<br>09/17/1973                                                                                                  |  | 3a. Date of Last Report<br>05/01/1996 |  |
|                                                                                                                                               |  |                                                                                                                                    |  | 4. FEI Number<br>59-1490404                                                                                                                      |  | Applied For<br>Not Applicable         |  |
|                                                                                                                                               |  |                                                                                                                                    |  | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                        |  | \$8.75 Additional Fee Required        |  |
|                                                                                                                                               |  |                                                                                                                                    |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                               |  | \$5.00 May Be Added to Fees           |  |
|                                                                                                                                               |  |                                                                                                                                    |  | 6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |  |                                       |  |

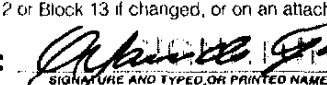
|                                                                                                                                   |  |  |  |                                                                                                                                                  |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------|--|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| 9. Name and Address of Current Registered Agent<br>FLORIDA ANNUAL REPORT SERVICES INC<br>2300 CORAL WAY<br>#200<br>MIAMI FL 33145 |  |  |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>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:  AMADA CANTERA LOPEZ, PRES  
(NOTE: Registered Agent signature required when reinstating)

|                            |                    |                                 |  |                                                       |                                                                   |  |  |
|----------------------------|--------------------|---------------------------------|--|-------------------------------------------------------|-------------------------------------------------------------------|--|--|
| 12. OFFICERS AND DIRECTORS |                    |                                 |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |  |  |
| TITLE                      | VS                 | <input type="checkbox"/> DELETE |  | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       | GARCIA, ORLANDO    |                                 |  | 1.2 NAME                                              | 400002168224--6                                                   |  |  |
| STREET ADDRESS             | 3031 S.W. 78TH CT. |                                 |  | 1.3 STREET ADDRESS                                    | -05/06/97--01117--006                                             |  |  |
| CITY-ST-ZIP                | MIAMI, FL 00000    |                                 |  | 1.4 CITY-ST-ZIP                                       | *****165.00 *****165.00                                           |  |  |
| TITLE                      | PT                 | <input type="checkbox"/> DELETE |  | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       | GARCIA, MAGGIE     |                                 |  | 2.2 NAME                                              |                                                                   |  |  |
| STREET ADDRESS             | 3031 S W 78TH CT   |                                 |  | 2.3 STREET ADDRESS                                    |                                                                   |  |  |
| CITY-ST-ZIP                | MIAMI, FL 00000    |                                 |  | 2.4 CITY-ST-ZIP                                       |                                                                   |  |  |
| TITLE                      |                    | <input type="checkbox"/> DELETE |  | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       |                    |                                 |  | 3.2 NAME                                              |                                                                   |  |  |
| STREET ADDRESS             |                    |                                 |  | 3.3 STREET ADDRESS                                    |                                                                   |  |  |
| CITY-ST-ZIP                |                    |                                 |  | 3.4 CITY-ST-ZIP                                       |                                                                   |  |  |
| TITLE                      |                    | <input type="checkbox"/> DELETE |  | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       |                    |                                 |  | 4.2 NAME                                              |                                                                   |  |  |
| STREET ADDRESS             |                    |                                 |  | 4.3 STREET ADDRESS                                    |                                                                   |  |  |
| CITY-ST-ZIP                |                    |                                 |  | 4.4 CITY-ST-ZIP                                       |                                                                   |  |  |
| TITLE                      |                    | <input type="checkbox"/> DELETE |  | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       |                    |                                 |  | 5.2 NAME                                              |                                                                   |  |  |
| STREET ADDRESS             |                    |                                 |  | 5.3 STREET ADDRESS                                    |                                                                   |  |  |
| CITY-ST-ZIP                |                    |                                 |  | 5.4 CITY-ST-ZIP                                       |                                                                   |  |  |
| TITLE                      |                    | <input type="checkbox"/> DELETE |  | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |  |  |
| NAME                       |                    |                                 |  | 6.2 NAME                                              |                                                                   |  |  |
| STREET ADDRESS             |                    |                                 |  | 6.3 STREET ADDRESS                                    |                                                                   |  |  |
| CITY-ST-ZIP                |                    |                                 |  | 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:  ORLANDO GARCIA - VICEPRESIDENT  
Date: 4/23/97  
Daytime Phone: 0203064

CR2E034 (9/96)