

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

FILED
Feb 25 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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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 33756 |
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DO NOT WRITE IN THIS SPACE

| | | | |
|---|------------------------|---|--|
| 2. ORION INVESTMENT AND MANAGEMENT LTD. CORP. | | 2a. Mailing Address | 3. Date Incorporated or Qualified 12/18/1978 |
| 21. 2000 S.W. 182 STREET, STE. #108 MIAMI, FLORIDA 33157 | 26. Suite, Apt #, etc. | 4. FEI Number 59-1845874 | Applied For Not Applicable |
| 22. P.O. BOX 560607 MIAMI, FLORIDA 33358 (305) 278-8400 | 27. City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23. Zip Country | 28. Zip Country | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24. Zip Country | 29. Zip Country | 30. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | |
|--|--|--|-----------------|
| 9. Name and Address of Current Registered Agent | | 10. Name and Address of New Registered Agent | |
| BROWN, B MACKAY 7100 NORTH KENDALL DR. SUITE 100 MIAMI FL JFL 33158 | | 81. Name | |
| | | 82. Street Address (P.O. Box Number is Not Acceptable) | |
| | | 83. City | |
| | | 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | TPD SANZ, JOSEPH A 200 S BISCAYNE BLVD #5400 MIAMI, FL 00000 | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 1.2 NAME | |
| STREET ADDRESS | | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | |
| TITLE | VPS BUHRMASTER, NORMAN J 200 S BISCAYNE BLV #5400 MIAMI, FL 00000 | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | | 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 | | 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 | | 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 | | 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 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: *[Signature]* 1/8/98 305-278-8400

CR2E034 (10/97)