

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

FILED

May 18 1998 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1998                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                             | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS                                               |                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| <b>DOCUMENT # M61444 (9)</b><br>1. Corporation Name<br>IBC GROUP CORPORATION S.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                             |                                                                                                                                                  |                                                                       |
| Principal Place of Business<br>100 SE 2ND ST<br>2315-A<br>MIAMI FL 33131<br>US                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                             | Mailing Address<br>100 S.E. 2ND ST<br>#2515-A<br>MIAMI FL 33131<br>US                                                                            |                                                                       |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                             | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                         |                                                                       |
| 9. Name and Address of Current Registered Agent<br>IBC FIDUCIARY INC.<br>100 SE SECOND ST.<br>SUITE 2315-A<br>MIAMI FL 33131                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                             | 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<br>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                             |                                                                                                                                                  |                                                                       |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                             | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                            |                                                                       |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | PD<br>HENNING, U<br>444 BRICKELL AVE #51-246<br>MIAMI FL    | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP                                                                                   |                                                                       |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | VP<br>SABLIER, L.<br>444 BRICKELL AVE<br>MIAMI FL           | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP                                                                                   |                                                                       |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | AS<br>CARBAYO, E<br>444 BRICKELL AVE<br>LUXEMBOURG, EUROPE  | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                                                   | AS<br>DELLAVEDOVA, A.<br>444 Brickell Ave.<br>Miami, FL 33131 #51-246 |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | AS<br>CONSTANTE, S.<br>444 BRICKELL AVE #51-246<br>MIAMI FL | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                   |                                                                       |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                             | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                   | S<br>GAVARD, J.<br>444 Brickell Ave.<br>Miami, FL 33131 #51-246       |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                             | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>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: J. Gavard                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                             | J. Gavard 4/29/98 (305) 358-1114                                                                                                                 |                                                                       |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                             | Date Daytime Phone # 0183466                                                                                                                     |                                                                       |



DO NOT WRITE IN THIS SPACE

CR2E034 (10/97)