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Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90041 027 ***150.00

02/7/99

PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 598648

1. Corporation Name
ORION BUYING CORP.

Principal Place of Business
ORION INVESTMENT & MANAGEMENT LTD CORP
9000 SW 152 ST SUITE 106
MIAMI FL 33256
US

Mailing Address
% ORION INVESTMENT & MANAGEMENT
P.O. BOX 560607
MIAMI FL 33756

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/18/1978

4. FEI Number
59-1845874
Applied For
Not Applicable

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

25

29

30

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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 33156

81 Name BROWN, B. Mackay
82 Street Address (P.O. Box Number is Not Acceptable)
9000 SW 152 ST #102
83
84 City MIA FL 85 Zip Code 33158

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 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 TPD DELETE
NAME SANZ, JOSEPH A
STREET ADDRESS 200 S BISCAYNE BLVD #5400
CITY-ST-ZIP MIAMI, FL 00000

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VPS DELETE
NAME BUHRMASTER, NORMAN J
STREET ADDRESS 200 S BISCAYNE BLV #5400
CITY-ST-ZIP MIAMI, FL 00000

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
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, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/19/97 205-278-8406
Date Daytime Phone #

CR2E034 (11/98)