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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT
1999

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

DOCUMENT # J40156

1. Corporation Name
ARCADIA INTERNATIONAL CORPORATION

Principal Place of Business	Mailing Address
2600 S.W. 3RD AVENUE. STE 801 MIAMI FL 33129	2600 SW 3RD AVE SUITE 801 MIAMI FL 33129 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/24/1986

4. FEI Number
59-2734466
[ ] Applied For
[ ] Not Applicable

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

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 Country 25	Zip 29 Country 30

9. Name and Address of Current Registered Agent

PARLADE, ALBERTO J., ESQUIRE
3850 S.W. 87TH AVENUE
SUITE 207
MIAMI FL 33165

10. Name and Address of New Registered Agent

81 Name AMKGS REGISTERED AGENTS, INC.
82 Street Address (P.O. Box Number is Not Acceptable) 1980 SUNTRUST INTERNATIONAL CENTER
83 ONE SOUTHEAST THIRD AVENUE
84 City MIAMI FL 85 Zip Code 33131

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 , Vice President 3-8-99
Signature, typed or printed name of registered agent and title if applicable — DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PSD	[ ] DELETE	11 TITLE		[ ] Change [ ] Addition
NAME	ROSENFELD, MIGUEL		12 NAME		
STREET ADDRESS	5945 SW 134 STREET		13 STREET ADDRESS		
CITY-ST-ZIP	MIAMI FL		14 CITY-ST-ZIP		
TITLE	T	[ ] DELETE	21 TITLE	VP/T	[X] Change [ ] Addition
NAME	ROSENFELD, MIGUEL		22 NAME	ROSENFELD, CLARISSA	
STREET ADDRESS	5945 S.W. 134 STREET		23 STREET ADDRESS	5945 SW 134th STREET	
CITY-ST-ZIP	MIAMI FL		24 CITY-ST-ZIP	MIAMI, FLORIDA 33156	
TITLE		[ ] DELETE	31 TITLE		[ ] Change [ ] Addition
NAME			32 NAME		
STREET ADDRESS			33 STREET ADDRESS		
CITY-ST-ZIP			34 CITY-ST-ZIP		
TITLE		[ ] DELETE	41 TITLE		[ ] Change [ ] Addition
NAME			42 NAME		
STREET ADDRESS			43 STREET ADDRESS		
CITY-ST-ZIP			44 CITY-ST-ZIP		
TITLE		[ ] DELETE	51 TITLE		[ ] Change [ ] Addition
NAME			52 NAME		
STREET ADDRESS			53 STREET ADDRESS		
CITY-ST-ZIP			54 CITY-ST-ZIP		
TITLE		[ ] DELETE	61 TITLE		[ ] Change [ ] Addition
NAME			62 NAME		
STREET ADDRESS			63 STREET ADDRESS		
CITY-ST-ZIP			64 CITY-ST-ZIP		

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3-15-99

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: 1/20/99 (305) 285-7811
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)