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PROFIT CORPORATION ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 263701 (5)

1. Corporation Name
Q + P Coffee Inc.

Principal Place of Business
8080 NW. 58th st.
Miami, Fl. 33166

Mailing Address
8080 NW. 58th. st.
Miami, Fl. 33166

3. Date Incorporated or Qualified: 10/16/62
3a. Date of Last Report: 6/19/95

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

4. FEI Number: 59-0797414 — 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 has liability for intangible tax under s. 199.032 Florida Statutes [X] Yes [ ] No

9. Name and Address of Current Registered Agent

Jose M. Marquez, Esq.
780 NW. LeJeune Rd. #400
Miami, Fl. 33126

10. Name and Address of New Registered Agent

81 Name: Ana S. Vila
82 Street Address (P.O. Box Numbers Not Acceptable)
83: 520 Biltmore Way
84 City: Coral Gables **FL** 85 Zip Code: 33134

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: Ana S. Vila — 4/22/96
Signature, typed or printed name of registered agent and title if applicable (Certified Registered Agent's signature required when not changing) — DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DP/S Jose Angel Souto, 605 Solano Prado, Coral Gables, Fl. 33156 — [ ] DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Ira Butt, 6301 Sunset Drive #203, Miami FL. — [X] DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	Jose Angel Souto, 605 Solano Prado, Coral Gables, Fl. 33156 — [X] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD Felix Clemarcs, 3163 S.W. 23 Terrace, Miami Fl. — [X] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	- [ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	900001798749 -04/29/96--01047--035 ***200.00 [ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	[ ] Change [ ] Addition

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Jose Souto — 4/22/96 — (305) 594-9039
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

S(-4-28-96