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**May 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 370233 (9)

1. Corporation Name
ARTURNERI, INC.



Principal Place of Business
220 MIRACLE MILE, SUITE 217
% MARTA L. LARRAZABAL
CORAL GABLES FL 33134

Mailing Address
220 MIRACLE MILE, SUITE 217
% MARTA L. LARRAZABAL
CORAL GABLES FL 33134-5909

3. Date Incorporated or Qualified 09/23/1970
3a. Date of Last Report 01/02/1997

4. FEI Number 59-2162481
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 Yes No

2. Principal Place of Business **2a. Mailing Address**

21 Suite, Apt. #, etc. **26** Suite, Apt. #, etc.

22 City & State **27** City & State

23 Zip **28** Zip **25** Country **30** Country

9. Name and Address of Current Registered Agent
LARRAZABAL, MARTA L.
220 MIRACLE MILE
SUITE 217
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City **85** Zip Code **FL**

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

DELETE

1.1 TITLE PD
1.2 NAME ZACARIAS, ALBERTO Z.
1.3 STREET ADDRESS 220 MIRACLE MILE #217
1.4 CITY-ST-ZIP CORAL GABLES FL

DELETE

2.1 TITLE VD
2.2 NAME ZACARIAS, ARTURO JR.
2.3 STREET ADDRESS 220 MIRACLE MILE #217
2.4 CITY-ST-ZIP CORAL GABLES FL

DELETE

3.1 TITLE TD
3.2 NAME ZACARIAS, LILIANA
3.3 STREET ADDRESS 220 MIRACLE MILE #217
3.4 CITY-ST-ZIP CORAL GABLES FL

DELETE

4.1 TITLE

DELETE

5.1 TITLE

DELETE

6.1 TITLE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

Change Addition

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

Change Addition

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

Change Addition

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I do 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: *Alberto Zacarias* ALBERTO ZACARIAS

4/28/97

CR2E034 (9/96)