FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # 528289 (2)

1. Corporation Name
POTOSI, INC.

Principal Place of Business
3400 ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD.
MIAMI FL 33131

Mailing Address
3400 ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD.
MIAMI FL 33131

3. Date Incorporated or Qualified: 02/14/1977
3a. Date of Last Report: 04/27/1995
4. FEI Number: 59-1747270
[ ] 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 [X] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

9. Name and Address of Current Registered Agent
VALDES-FAULI CORPORATE SERVICES INC.
3400 ONE BISCAYNE TOWER
2 S. BISCAYNE BLVD.
MIAMI FL 33131

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 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 ______ DATE ______

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	
V	ALVAREZ, RAFAEL Z	2 S BISCAYNE BLVD. #3400	MIAMI FL	[ ] DELETE
PD	ALVAREZ, RAFAEL	2 S BISCAYNE BLVD. #3400	MIAMI FL	[ ] DELETE
ASV	VALDES-FAULI, RAUL E	2 S BISCAYNE BLVD. #3400	MIAMI FL	[ ] DELETE
STD	ALVAREZ, SARA	2 S BISCAYNE BLVD. #3400	MIAMI FL	[ ] DELETE
VP	ALVAREZ, FEDERICO J	2 S. BISCAYNE BLVD., #3400	MIAMI FL	[ ] DELETE
				[ ] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	
				[ ] Change [ ] Addition
				[ ] Change [ ] Addition
				[ ] Change [ ] Addition
				[ ] Change [ ] Addition
				[ ] Change [ ] Addition
				[ ] Change [ ] Addition

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, with all other like empowered.

SIGNATURE: [signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Rafael Alvarez
Date: 3/16/96
Daytime Phone: (305) 376-6000

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