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Jan 22 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 # 626709 (0)
1. Corporation Name
LUDLUM CORPORATION



Principal Place of Business Mailing Address
% JOSE PORTNOY, CPA 999 PONCE DE LEON BLVD
999 PONCE DE LEON BLVD, SUITE 705 STE 705
CORAL GABLES FL 33134 CORAL GABLES FL 33134-3042
US US

3. Date Incorporated or Qualified 06/19/1979 3a. Date of Last Report 04/11/1996
4. FEI Number 59-1918635 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
21 999 PONCE DE LEON BLVD 26
Suite, Apt #, etc. Suite, Apt #, etc.
22 SUITE 705 27
City & State City & State
23 CORAL GABLES, FL 28
Zip Country Zip Country
24 33134 25 USA 29 30

9. Name and Address of Current Registered Agent
FERNANDEZ, HERMINIA CPA
999 PONCE DE LEON BLVD
SUITE 705
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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS
TITLE DP DELETE
NAME SHULEVITZ, WILLIAM
STREET ADDRESS 4747 COLLINS AVE #1008
CITY-ST-ZIP MIAMI BEACH, FL 3
TITLE DVPS DELETE
NAME SHULEVITZ, DEBORAH
STREET ADDRESS 4747 COLLINS AVE #1008
CITY-ST-ZIP MIAMI BEACH, FL 3
TITLE DT DELETE
NAME SHULEVITZ, MICHAEL
STREET ADDRESS 4747 COLLINS AVE #1008
CITY-ST-ZIP MIAMI BEACH FL
TITLE DVP DELETE
NAME SHULEVITZ, JUDITH
STREET ADDRESS 4747 COLLINS AVE., #1008
CITY-ST-ZIP MIAMI BCH. FL
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
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 in an attachment with an address.

SIGNATURE: *William Shulevitz* WILLIAM SHULEVITZ, PRES. 1/6/97 305-448-1648
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)