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May 02 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 # 631841 (4)

1. Corporation Name
ARCA CORPORATION

Principal Place of Business

% GEORGE BEFELER, ESQUIRE
150 W FLAGLER ST., MUSEUM TOWER #2701
MIAMI FL 33130

Mailing Address

% GEORGE BEFELER, ESQUIRE
150 W FLAGLER ST., MUSEUM TOWER #2701
MIAMI FL 33130



3. Date Incorporated or Qualified

08/03/1979

3a. Date of Last Report

05/01/1996

4. FEI Number

59-1949035

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

21 100 SE 2nd Street
Suite, Apt. #, etc.

22 Nationsbank, #3700
City & State

23 Miami, Florida
Zip Country

24 33131 25

2a. Mailing Address

26 100 SE 2nd Street
Suite, Apt. #, etc.

27 Nationsbank, #3700
City & State

28 Miami, Florida
Zip Country

29 33131 30

9. Name and Address of Current Registered Agent

BEFELER, GEORGE ESQUIRE
MUSEUM TOWER SUITE 2701
150 WEST FLAGLER STREET
MIAMI FL 33130

10. Name and Address of New Registered Agent

81 Name George Befeler, Esq.
82 Street Address (P.O. Box Number is Not Acceptable)
100 SE 2nd Street
83 Nationsbank, #3700
84 City Miami
85 Zip Code FL 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

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
PDT	PISTONE, JOHN	15140 SW 72ND STREET	MIAMI FL	<input type="checkbox"/>
VDS	CONDRAD, LYDIA	15140 SW 72ND STREET	MIAMI FL	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

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: John W. Pistone, President 4-23-97 (305) 225-5088
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)