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Apr 10 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 # 640043 (6)

1. Corporation Name
CARIBBEAN SHIPS CHANDLER, INC.

Principal Place of Business Mailing Address
7665 Corporate Center Drive c/o Robert M. Kritzman
Miami, FL 33126 7665 Corporate Center Dr.
Miami, Florida 33126

3. Date Incorporated or Qualified 07/30/1979 3a. Date of Last Report 04/29/1996

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 59-1964041 Applied For Not Applicable

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc. 5. Certificate of Status Desired \$8.75 Additional Fee Required

22 City & State 27 City & State 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23 Zip Country 28 Zip Country 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24 25 29 30

9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent
GONZALEZ-PITA, J. ALBERTO 81 Curtis J. Mase, Esq.
200 S BISCAYNE BLVD 50TH FLOOR 82 CHAFFE, McCALL, PHILLIPS,
MIAMI FL 33131 83 TOLER & SARP, L.L.P.
2600 Brickell Bay Office Tower
1001 S. Bayshore Drive
Miami, Florida 33131 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 4/1/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DVS	1.1 TITLE	D V T
NAME	COOLER, LAMARR	1.2 NAME	
STREET ADDRESS	85 MERRICK WAY	1.3 STREET ADDRESS	7665 Corporate Center Dr.
CITY- ST- ZIP	CORAL GABLES FL	1.4 CITY- ST- ZIP	Miami, Florida 33126
TITLE	PD	2.1 TITLE	HANS E. Goiteus
NAME	ARON, ADAM M.	2.2 NAME	
STREET ADDRESS	85 MERRICK WAY	2.3 STREET ADDRESS	7665 Corporate Center Dr.
CITY- ST- ZIP	CORAL GABLES FL	2.4 CITY- ST- ZIP	Miami, Florida 33126
TITLE	DVT	3.1 TITLE	
NAME	WALTERS, ROBERT G.	3.2 NAME	
STREET ADDRESS	85 MERRICK WAY	3.3 STREET ADDRESS	
CITY- ST- ZIP	CORAL GABLES FL	3.4 CITY- ST- ZIP	
TITLE	VS	4.1 TITLE	DV S
NAME	KRITZMAN, ROBERT M.	4.2 NAME	
STREET ADDRESS	85 MERRICK WAY	4.3 STREET ADDRESS	7665 Corporate Center Dr.
CITY- ST- ZIP	CORAL GABLES FL	4.4 CITY- ST- ZIP	Miami, Florida 33126
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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: Robert M. Kritzman 4/1/97 (305) 436-4651
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (9/96)