

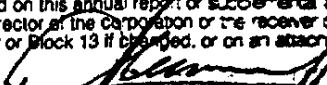
FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 16 1997 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PROFIT CORPORATION ANNUAL REPORT 1997                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                                                                       | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS                                               |  |
| DOCUMENT # 640965 (0)                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 1. Corporation Name<br>ATLANTIS CARIBE ENTERPRISES, INC.                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| Principal Place of Business<br>12000 BISCAVNE BLVD<br>STE 210<br>MIAMI FL 33181<br>US                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                   | Mailing Address<br>8300 HAWTHORNE AVENUE<br>MIAMI BEACH FL 33141-4015 |                                                                                                                                                  |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 2a. Mailing Address                                                               |                                                                       | 3. Date Incorporated or Qualified<br>09/13/1979                                                                                                  |  |
| 21                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 26                                                                                |                                                                       | 3a. Date of Last Report<br>01/22/1996                                                                                                            |  |
| Suite, Apt. #, etc.<br>22 STE 201                                                                                                                                                                                                                                                                                                                                                                                                                               |  | Suite, Apt. #, etc.<br>27                                                         |                                                                       | 4. FEI Number<br>59-2043835                                                                                                                      |  |
| City & State<br>23                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | City & State<br>28                                                                |                                                                       | Applied For<br>Not Applicable                                                                                                                    |  |
| Zip<br>24                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | Country<br>25                                                                     |                                                                       | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                         |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | City<br>29                                                                        |                                                                       | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                   |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | Country<br>30                                                                     |                                                                       | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br>DOMINGUEZ, ELSA B<br>8300 HAWTHORNE AVE<br>MIAMI BEACH FL 33141                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       | 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 607.0501 and 607.0502, 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 607.0502, Florida Statutes. |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| SIGNATURE _____ DATE _____<br><small>Signature, typed or printed name of registered agent and date of appointment. NOTE: Registered Agent signature required when reinstating.</small>                                                                                                                                                                                                                                                                          |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 1.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 1.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 1.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 1.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 2.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 2.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 2.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 2.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 3.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 3.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 3.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 3.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 4.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 4.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 4.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 4.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 5.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 5.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 5.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 5.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 6.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 6.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 6.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                   |                                                                       |                                                                                                                                                  |  |
| 6.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                   |                                                                       |                                                                                                                                                  |  |

14. I do hereby certify that the information supplied on this filing does not qualify for the exemption stated in Section 119.02(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or subsequent 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 assignee 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:  E REQUIRED  
SIGNATURE AND TYPED OR PRINTED NAME OF BUSINESS OFFICER OR DIRECTOR

300002145783  
-04/17/97--01010--020  
\*\*\*165.00

04/16/97 305-891-3123  
Daytime Phone 3