

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998
AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

Amended

PROFIT CORPORATION ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
98 OCT 20 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 1. Corporation Name CARBEN, INC.	676867
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Principal Place of Business 2150 N.W. 70th. Avenue Miami, FL 33122	Mailing Address 2150 N.W. 70th. Avenue Miami, FL 33122
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/25/1980	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2127845	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
WESLEY M. ROBINSON 501 Brickell Key Drive, Suite 504 Miami, FL 33131		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 400002671714--6 -10/26/98--01003--003 84 City *****61.25 *****01.25	

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	<input type="checkbox"/> DELETE		1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	PAIZ, CARLOS M.			1.2 NAME			
STREET ADDRESS	7 AVE, 3-17, ZONA 9			1.3 STREET ADDRESS	12 CALLE 1-80, ZONA 9		
CITY-ST-ZIP	GUATEMALA CITY, GUATEMALA			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ANDRADE, RICARDO			2.2 NAME			
STREET ADDRESS	7 AVE, 3-17, ZONA 9			2.3 STREET ADDRESS	12 CALLE 1-80, ZONA 9		
CITY-ST-ZIP	GUATEMALA CITY, GUATEMALA			2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME				3.2 NAME	D RODRIGUEZ, ANIBAL		
STREET ADDRESS				3.3 STREET ADDRESS	12 CALLE 1-80, ZONA 9		
CITY-ST-ZIP				3.4 CITY-ST-ZIP	GUATEMALA CITY, GUATEMALA		
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME				4.2 NAME	D CHIU, MARIO		
STREET ADDRESS				4.3 STREET ADDRESS	12 CALLE 1-80, ZONA 9		
CITY-ST-ZIP				4.4 CITY-ST-ZIP	GUATEMALA CITY, GUATEMALA		
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME				5.2 NAME	S MORENO, MARIA DOLORES		
STREET ADDRESS				5.3 STREET ADDRESS	12 CALLE 1-80, ZONA 9		
CITY-ST-ZIP				5.4 CITY-ST-ZIP	GUATEMALA CITY, GUATEMALA		
TITLE	P & CEO	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MCCARTHY, MICHAEL P.			6.2 NAME			
STREET ADDRESS	2150 N.W. 70th. AVENUE			6.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI, FL 33122			6.4 CITY-ST-ZIP			

14. I 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:  Michael P. McCarthy 09/30/98 (305) 470-0000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/98)