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Apr 29 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 # 683042 (6)
1. Corporation Name
CARTER INTERNATIONAL CORPORATION

Principal Place of Business
175 FONTAINEBLEAU BLVD.
#2A-5
MIAMI FL 33172

Mailing Address
175 FONTAINEBLEAU BLVD.
#2A-5
MIAMI FL 33172-4511



3. Date Incorporated or Qualified 08/25/1980
3a. Date of Last Report 02/28/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	59-2021162	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

TERAN, GUILLERMO
908 NW 106 AVE CIRCLE
MIAMI FL 33172

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	
NAME	CARDENAL, LYDIA	1.2 NAME	
STREET ADDRESS	950 NW 106 AVE CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33172	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	
NAME	CARDENAL, EMILIO	2.2 NAME	
STREET ADDRESS	950 NW 106 AVE CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33172	2.4 CITY-ST-ZIP	
TITLE	VS	3.1 TITLE	
NAME	TERAN, ANA	3.2 NAME	
STREET ADDRESS	908 N W 106 AVE CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33172	3.4 CITY-ST-ZIP	
TITLE	ST	4.1 TITLE	
NAME	TERAN, GUILLERMO	4.2 NAME	
STREET ADDRESS	908 NW 106 AVE CIRCLE	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33172	4.4 CITY-ST-ZIP	
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-21-97 (305) 229-1779

0231880

CR2E034 (9/96)