

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

FILED
Apr 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE
		Sandra B. Mortham
		Secretary of State
		DIVISION OF CORPORATIONS

DOCUMENT # **839951** (1)
1. Corporation Name
OCEAN WHISPER INC.

Principal Place of Business	Mailing Address
C/O ROBERT WAYNE 1225 SW 87 AVE. MIAMI FL 33174	3883 BISCAYNE BLVD. MIAMI FL 33137 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		02/02/1978	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		NOT APPLICABLE	
24 Country		30 Country		5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				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	

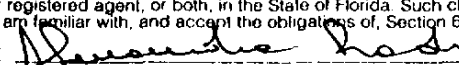
9. Name and Address of Current Registered Agent

**PRADO, ALESSANDRA
8340 SUNSET DRIVE
MIAMI FL 33143**

10. Name and Address of New Registered Agent

81 Name	ALESSANDRA PRADO
82 Street Address (P.O. Box Number is Not Acceptable)	8350 Sunset Drive
83	
84 City	MIAMI
85 State	FL
86 Zip	33143

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  DATE **4/22/98**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRADO-GARCIA, CARLOS	1.2 NAME	
STREET ADDRESS	CALLE JJ FERNANDEZ #48	1.3 STREET ADDRESS	
CITY-ST-ZIP	MEXICO D.F.	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RIVAS-PRADO, LAURA E.	2.2 NAME	
STREET ADDRESS	CALLE JJ FERNANDEZ #48	2.3 STREET ADDRESS	
CITY-ST-ZIP	MEXICO D.F.	2.4 CITY-ST-ZIP	
TITLE	MD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CORPORATE TRUST N.V.	3.2 NAME	
STREET ADDRESS	PIETERMAAI 16-C	3.3 STREET ADDRESS	
CITY-ST-ZIP	CURACAO, N.A.	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:  DATE **4/22/98**

CR2E034 (10/97)