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Feb 11 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 # 854121 (1)  
1. Corporation Name  
VOLPE CORPORATION N.V.



Principal Place of Business Mailing Address  
6955 N.W. 77TH AVENUE 6955 N.W. 77TH AVENUE  
MIAMI FL 33166 MIAMI FL 33166-2852

3. Date Incorporated or Qualified 09/21/1982 3a. Date of Last Report 04/17/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	98-0057965	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 type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FRAU, TERESA M.  
6955 N.W. 77TH AVENUE  
MIAMI FL 33166

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	PD	DELETE	1.1 TITLE	V/D	Change	Addition
NAME	MELENDEZ, ROBERTO		1.2 NAME	ANTONIO RODRIGUEZ DE ARMAS		
STREET ADDRESS	6955 N.W. 77TH AVENUE		1.3 STREET ADDRESS	6955 N.W. 77th Ave 203 MIAMI FLA.33166		
CITY - ST - ZIP	MIAMI FL		1.4 CITY - ST - ZIP			
TITLE	STD	DELETE	2.1 TITLE	V/D	Change	Addition
NAME	FRAU, TERESA M.		2.2 NAME	PEDRO BLAS RODRIGUEZ		
STREET ADDRESS	6955 N.W. 77TH AVENUE		2.3 STREET ADDRESS	6955 N.W. 77th Ave.203 MIAMI, FLA. 33166		
CITY - ST - ZIP	MIAMI FL		2.4 CITY - ST - ZIP			
TITLE		DELETE	3.1 TITLE		Change	Addition
NAME			3.2 NAME			
STREET ADDRESS			3.3 STREET ADDRESS			
CITY - ST - ZIP			3.4 CITY - ST - ZIP			
TITLE		DELETE	4.1 TITLE		Change	Addition
NAME			4.2 NAME			
STREET ADDRESS			4.3 STREET ADDRESS			
CITY - ST - ZIP			4.4 CITY - ST - ZIP			
TITLE		DELETE	5.1 TITLE		Change	Addition
NAME			5.2 NAME			
STREET ADDRESS			5.3 STREET ADDRESS			
CITY - ST - ZIP			5.4 CITY - ST - ZIP			
TITLE		DELETE	6.1 TITLE		Change	Addition
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:

TERESA M. FRAU 1-31-97 (305)888-5913

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (9/96)