

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

FILED
Apr 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 854121 (1)
 1. Corporation Name
VOLPE CORPORATION N.V.

Principal Place of Business 6955 N.W. 77TH AVENUE MIAMI FL 33166	Mailing Address 6955 N.W. 77TH AVENUE MIAMI FL 33166
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 09/21/1982
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 98-0057965
22. City & State	27. City & State	Applied For <input type="checkbox"/> Not Applicable
23. Zip	28. Zip	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24. Country	29. Country	6. Election Campaign Financing Trust Fund Contribution <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

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

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MELENDEZ, ROBERTO	
STREET ADDRESS	6955 N.W. 77TH AVENUE	
CITY-ST-ZIP	MIAMI FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	FRAU, TERESA M.	
STREET ADDRESS	6955 N.W. 77TH AVENUE	
CITY-ST-ZIP	MIAMI FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	DE ARMAS, ANTONIO RODRIG	
STREET ADDRESS	6955 NW 77TH AVE 203	
CITY-ST-ZIP	MIAMI FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	RODRIGUEZ, PEDRO BLAS	
STREET ADDRESS	6955 NW 77TH AVE, 203	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *Sandra B. Northam* 4-13-98 (305) 888-5913
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0231708

CR2E034 (10/97)