

FO 2943

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

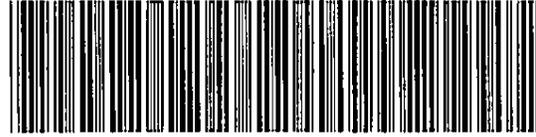
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800343303598

HENRY M. SINCLAIR 8808-8777
 PAUL BIEGEL
 BAYARD E. HEATH
 FRANK NUSSBAUM
 JOHN C. ZAVERTENIK
 LEONARD H. RUBIN
 TED M. DANTELSTO
 PAUL E. GIFFO

SINCLAIR, LOUIS, SIEGEL, HEATH, NUSSBAUM & ZAVERTENIK, P. A.

ATTORNEYS AT LAW
 SUITE 1800 ALFRED I. DUPONT BUILDING
 180 EAST FLAGLER STREET
 MIAMI, FLORIDA 33132
 TELEPHONE (305) 374-0844

NORMAN A. SAHO,
 RUTH CLARK ROWE,
 OF COUNSEL

17 October 1980

FD 2943

D. W. McKinnon, Director
 Division of Corporations
 Office of the Secretary of State
 The Capitol
 Tallahassee, Florida 32304

Re: BEL-BEL, Inc. - Ref. #41

Dear Mr. McKinnon:

0916	11/12/80	25.43	
005	23	26.00	06
0916	11/13/80	16.50	06
005	24	15.00	06
0916	11/15/80	15.00	06
005	26	3.00	06
0916	11/15/80		
005	27		

In accordance with your request in your letter of 14 October 1980, I have included the address for the directors of the above-referenced corporation, along with the original check in the amount of \$63.00.

Thank you for your assistance in this matter.

Very truly yours,

SINCLAIR, LOUIS, SIEGEL, HEATH,
 NUSSBAUM & ZAVERTENIK, P. A.

Frank Nussbaum
 Frank Nussbaum

FN:pe
 Enclosures

C. TAX	\$30
FILING	15
C. COP	15
R. ACE	3
TOTAL	\$63
BALANCE DUE \$	
REFUND \$	

DMC
10-24-80

RECEIVED
 DEPT. STATE
 000580 OCT 20 80
 REVENUE



George F. JONES,
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304
(904)491-0427

OCT 15 1980

October 14, 1980

Frank Nussbaum
159 E. Flagler St., S-1600
Miami, Fla. 33131

Subject: BEL-BEL, INC.
Ref: # 41

We have received your Articles of Incorporation for BEL-BEL, INC., and check(s) totaling \$63.00. However, the charter has not been filed and is being returned to you for the following:

The address for all directors of a corporation must be included in the articles.

Please return the enclosed check for \$63.00 (or a newly-issued check) with your corrected Articles of Incorporation.

If you have further questions concerning the filing of your charter, please call (904)458-9020, the Domestic Charter Section.

Sincerely,

D. W. McKinnon, Director
Division of Corporations

WP-102
1/79

DWM/jm

"FLORIDA - STATE OF THE ARTS"

SINCLAIR, LOUIS, SIEGEL, HEATH, NUSSBAUM & ZAVERNIK, P.A.

HENRY M. SINCLAIR 8906-1971
PAUL A. LOUIS
PAUL SIEGEL
WAYARD C. HEATH
FRANK NUSSBAUM
JOHN L. ZAVERNIK
LEONARD H. RUBIN
TED H. BARTELSTONE
PAUL E. DIFFORD

ATTORNEYS AT LAW
SUITE 1800 ALFRED I. DUPONT BUILDING
128 EAST PALMER STREET
MIAMI, FLORIDA 33139
TELEPHONE JO 67 374-0544

NORMAN A. SAND
AUTH CLARE ROWE
OF COURSEL

September 1980

Florida Department of State
Corporation Division
The Capitol
Tallahassee, Florida 32304

Re: BEL-BEL, Inc. - Articles of Incorporation

*NR
come
PB*

Gentlemen:

RO1912

Enclosed are the original and duplicate copy of the Articles of Incorporation of the above-captioned corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original, and it would be appreciated if you would endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us.

A check is enclosed to cover the \$15.00 filing fee, the \$14.00 fee for the certified copy of the Articles of Incorporation, the \$30.00 minimum charter fee, and the \$5.00 filing fee for Resident Agent Certificate.

Very truly yours,

SINCLAIR, LOUIS, SIEGEL, HEATH,
NUSSBAUM & ZAVERNIK, P. A.

Frank Nussbaum
Frank Nussbaum

FN:pe
Enclosures

RECEIVED
SEP 22 1980
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

\$2,49,29*

NO CHANGE CERTIFICATION
1981 ANNUAL REPORT

BEL-BELL INC.

A. (Continued from page 1)

Part 2

R. F. [Signature]
R. F. [Signature]

1981 Secretary

FD-201

8-2801

0001 0004 02/28/81 02437

B-2A01

ARTICLES OF INCORPORATION

FILED

I, the undersigned incorporator, for the purpose of forming a corporation for profit under the general laws of the State of Florida, do hereby certify that:

ARTICLE I - NAME

F02943

The name of the corporation shall be: BEL-BEL, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted shall be:

To engage in buying, selling, and improving lands, tenements, and all other forms of real and personal property; the loaning of money for itself and as agent for others, upon mortgages or other securities, and the purchasing and selling of lands, and of money obligations secured upon real or personal property; the buying, working, selling, and dealing in mineral lands and other lands; the acquiring, holding, selling, hypothecating, assigning, transferring, and conveying of its own obligations, or the obligations of any persons or other corporation, and collection, foreclosing, compounding, compromising, releasing, satisfying, and discharging the same of record; the buying, owning, and improving of real estate by erecting buildings and other structures thereon and leasing and cultivating the same; the borrowing of money and executing mortgages or deeds of trust upon real estate or personal property as security therefore; the borrowing of money and the executing and issuing of promissory notes, bills of exchange, bonds, debentures, or other negotiable or transferable instruments; the doing of any or all of said acts either on its own behalf or as agent for others; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or

other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, in any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrips, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments of assessments; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities, including the right to

vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchase, or selling syndicate or group and otherwise take part in and assist, in any legal manner, by guarantee or otherwise, the purchase, sale, or distribution of any such securities; to promote, finance, aid, and assist, financially or otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, a combination, organization, or other entity, located in or organized under the laws of any part of the world; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and properties of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial special, or general agent for representative of bodies politic, corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world.

In furtherance and not in limitation of the general powers conferred by the laws of Florida and of the purposes hereinabove stated, the corporation shall have all and singular the following powers:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and

execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereto.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

Five Hundred (500) shares of common stock of par value at \$1.00 per share.

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the aforesaid common stock, who shall be entitled to one (1) vote for each share of common stock held by them of record.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The duration of existence shall be perpetual.

ARTICLE VI - ADDRESS

The initial street address in this state of the principal office of this corporation shall be Suite 200, 814 Ponce de Leon Boulevard, Coral Gables, Florida 33134 until there shall be duly established a permanent principal office in this state. The corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws, adopted by the stockholders, but shall never be less than two (2). The names and address of the Directors who shall hold office for the first year of the corporation's existence or until their successors are elected are: Humberto J. Belloso and Beatriz I. Belloso, Apdo. 359, Maracaibo, Venezuela.

ARTICLE VIII - SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is:

Humberto J. Belloso
Rancho Union
Maracaibo, Venezuela

ARTICLE IX - ADDITIONAL PROVISIONS

Other provisions permissible by law, regulating the business organization, powers, control, and affairs of the corporation are:

(1) Transactions by Directors and Officers:

No contract or other transaction of the corporation with any person, firm or corporation or in which this corporation is interested shall be affected or invalidated by (1) the fact that any one or more of the directors of this corporation is interested in and is a director or officer of another corporation; or (2) the fact that any director individually or jointly with others may be a party to or may be interested in any such contract or transaction.

and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise be incurred by reason of this contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

(2) Officers:

The corporation shall have as its officers a president, one or more vice-presidents, a secretary and/or treasurer, and such other officers, agents and factors as may be provided for by the by-laws, who shall be chosen, serve for such term, and have such duties as may be prescribed by the by-laws as determined by the Board of Directors.

(3) Vacancies in Board of Directors:

Vacancies in the Board of Directors shall be filled only by the stockholders at a meeting duly convened and held.

(4) Stockholders' Agreements:

The stockholders of this corporation are authorized to enter into agreements between themselves embodying provisions as follows:

- (a) The manner and method in which and the persons by whom directors may be elected;
- (b) The conferring of pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock;
- (c) The making of by-laws and rules for holding meetings and what constitutes a quorum therefore; and
- (d) Any matters relating to effectuating the purposes included in any of the foregoing.

Any agreements between stockholders shall be binding upon the corporation, shall be recognized by the directors, and shall be observed by the officers and agents of the company, and shall continue binding upon the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such stockholders' agreements (or their successors in ownership,

provided such succession in ownership shall have been accomplished in accordance with the terms of these Articles of Incorporation and the stockholders agreements) consenting to the revocation and cancellation of the agreement among the stockholders.

(5) Amendments:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the affirmative vote of the stockholders holding a minimum of sixty-six and two-thirds (66 2/3) per cent of the amount of common stock voting in favor of such amendment, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; provided, however, that no amendment of the stock transfer restrictions hereinabove stated shall be made without the unanimous vote of the stockholders of the corporation affirming same.

ARTICLE 3

The business of the corporation may be managed by one or more of its stockholders rather than by the Board of Directors if they so elect in a meeting held by notice and approval by a stockholder or stockholders representing more than 50% of the then issued stock.

IN WITNESS WHEREOF, I have hereunto subscribed my name this

27 day of September, 1980.

[Handwritten Signature]
[Name] [Address]

NOTARY PUBLIC
[Name] [Address]

NOTARY PUBLIC STATE OF FLORIDA, before me, a Notary Public in and for the State and County named above to take personal knowledge, personally appeared [Name], [Address], the person herein named, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 27 day of September, 1980.

NOTARY PUBLIC STATE OF FLORIDA
[Name] [Address]

[Handwritten Signature]
Notary Public

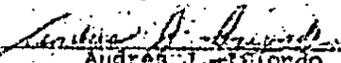
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That BEL-BEL, Inc., qualified to do business under the laws of the State of Florida with its principal office at Coral Gables, County of Dade, State of Florida, has appointed ANDRES J. IRIQUIDO, Suite 200, 814 Ponce de Leon Boulevard, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Andres J. Iriquido

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

1982

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

FG2943
BEL-BEL, INC.
814 PONCE DE LEON BLVD., SUITE 200
C/O ANDRES J. IRIONDO
CORAL GABLES, FLORIDA 33134

08/23/1980

08/28/1981

BELLOSO, HUMBERTO J.
BELLOSO, BEATRIZ I.
IRIONDO, A.J.

O

APDO. 359

O

APDO. 359

T

814 Ponce de Leon Blvd.

MARACAIBO, VENEZUELA
MARACAIBO, VENEZUELA
CORAL GABLES, FL

Registered Agent Information

IRIONDO, ANDRES J.
814 PONCE DE LEON BLVD., SUITE 200
CORAL GABLES, FLORIDA 33134

SIGNATURE

\$3.00 additional fee required for Registered Agent changes.

Signature of Secretary of State
P.J. IRIONDO

Secretary of State

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

**CORPORATION
ANNUAL REPORT
1983**



George F. Osborne
Secretary of State

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

Mar 21 11 29 AM 1983

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office		2 Enter Change of Address of Corporation Principal Office. P.O. Box Number Always NOT Sufficient	
FD2993 BEL-BEL, INC. 814 PONCE DE LEON BLVD., SUITE 200 C/O ANDRES J. IRIONDO CORAL GABLES, FLORIDA 33134		Street Address P.O. Box City State Zip Code	
If above address is incorrect in any way enter the correct address in item 2. Include Zip Code			

3 Date Incorporation or Qualified To Do Business in Florida	10/23/1980	4 Federal Employer Identification Number (EIN)	5 Date of Last Report
			02/16/1982

6 Names and Street Addresses of Each Officer and Director			
Names of Officers and Directors	Title	Street Address of Each Officer and Director. Do NOT Use Post Office Box Numbers	City and State
IRIONDO, A J	T / /	814 PONCE DE LEON BLVD	CORAL GABLES, FL 0000
BELLOSO, BEATRIZ I	D	APDO 359	MARACAIBO, VENEZUELA 0000
BELLOSO, HUMBERTO J	D	APDO 359	MARACAIBO, VENEZUELA 0000

Registered Agent Information

Name and Address of Registered Agent

IRIONDO, ANDRES J.
814 PONCE DE LEON BLVD., SUITE 200
CORAL GABLES, FLORIDA 33134

7 Pursuant to Regulation 1000.001, F.S., the corporation is required to file this statement with the Department of State. Such change was submitted to the Department of State on _____.

SIGNATURE _____ DATE _____
Registered Agent Accepting Appointment

\$3.00 additional fee required for Registered Agent changes

8 Certify That I Am An Officer of the Corporation or the Registered Agent and I Have Read the Instructions on the Back of This Report and I Agree to the Same. I Further Certify That I Understand My Signature on This Report Also Means the Same Legal Effect as a State Incorporation.

Signature *Andres J. Iriondo* Date 1-17-83

Type Name of Signing Officer ANDRES J. IRIONDO V.P. Telephone Number 305-446-1177

COR-609 (1-83)

F02943

**REINSTATEMENTS
FILED** - 12-11-81

**INVOLUNTARILY
DISSOLVED** - 11-21-81

Bel - Bel Air

**REINSTATEMENT
CUS**

F

REGISTERED AGENT

OVERPAYMENT

- 72 Privilege Tax
- 73 Annual Report
- 74 Annual Report
- 75 Annual Report
- 76 Annual Report
- 77 Annual Report
- 78 Annual Report
- 79 Annual Report
- 80 Annual Report
- 81 Annual Report
- 82 Annual Report
- 83 Annual Report
- 84 Annual Report

TOTAL
REFUND

40

COPY _____
 NO. BANK _____
 BALANCE DUE _____
 REFUND _____

NAME AVAILABLE Dr
 REINSTATED BY _____
 UPDATER _____
 UPDATER VERIFYER [Signature]

F-02943

90 DAY NOTICE OF INTENT TO DISSOLVE

<p>CORPORATION ANNUAL REPORT 1984</p>	 <p>FLORIDA DEPARTMENT OF STATE George F. Moore Secretary of State DIVISION OF CORPORATIONS</p>	<p>FILED MAR 18 1984</p>
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Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$20 Required - Make Checks Payable To: **Secretary of State**

<p>1. Name and Address of Corporation Principal Office</p> <p>FD2943 BEL-SEL, INC. 814 PONCE DE LEON BLVD., SUITE 200 C/O ANDRES J. IRIONDO CORAL GABLES, FLORIDA 33134</p> <p><small>If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.</small></p>	<p>2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient</p> <p>Street Address</p> <p>P.O. Box No.</p> <p>City</p> <p>State Zip Code</p>
--	--

3. Date Incorporated or Qualified To Do Business in Florida: 10/23/1980	4. Federal Employer Identification Number (FEIN)	5. Date of Last Report: 03/23/1983
---	--	------------------------------------

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1983			
Names of Officers and Directors	Title	Street Address of Each Officer or Director (Do NOT Use Post Office Box Numbers)	City and State
1. BELLOSO, MURBERTO J	D	APDO 359	MARACAIBO, VENEZUELA 0000
2. BELLOSO, BEATRIZ I	D	APDO 359	MARACAIBO, VENEZUELA 0000
3. IRIONDO, A J	P/T	814 PONCE DE LEON BLVD	CORAL GABLES, FL 0000

7. Registered Agent Information	
Name and Address of Current Registered Agent	Name and Address of New Registered Agent
IRIONDO, ANDRES J. 814 PONCE DE LEON BLVD., SUITE 200 CORAL GABLES, FLORIDA 33134	Name Street Address (Do NOT Use P.O. Box Number) City, State and Zip Code

8. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above named corporation, organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered officer or registered agent, or both, in the state of Florida. Such change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.025 F.S.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

\$3.00 additional fee required for Registered Agent changes.

10. See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 207 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.

Signature: <i>Andres J. Iriondo</i>	Date: 12/17/84
Typed Name of Signing Officer: <i>A J IRIONDO</i>	Telephone Number: 305-441-3177
Title: <i>President</i>	

11. Should you desire a certificate of status check the box below:

CERTIFICATE OF STATUS DESIRED

\$5 Additional fee required for certificates

\$5 additional fee required for a Certificate of Status

CR2004 (7-84)

ANNUAL REPORT
1985



FLORIDA DEPARTMENT OF STATE
George Fredrick
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

Keep Statute and Instructions on Other Side of Book
Filing Fee of \$25 Required - Make Checks Payable To Secretary of State

1. Name and Address of Corporation Principal Office

270793
824 PONCE DE LEON BLVD., SUITE 200
CORAL GABLES, FLORIDA 33134

LEONARD G. IRIONDO, Corporation Principal
CORPORATIONS DIVISION
CORAL GABLES, FLORIDA

P.O. Box No.
City
State Zip Code

If above address is incorrect in any way enter the correct address in item 7. Include Zip Code

3. Date Incorporated or Quashed
In Florida 06/23/1980
4. Federal Employer Identification Number (FEIN)
5. Date of Last Record 2/26/1984

6. Names and Street Addresses of Each Officer and Director as of December 31, 1984

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use P.O. Box Numbers)	City and State
1. BELLOSO, HUMBERTO J	D	APDO 359	MARACAIBO, VENEZUELA 0000
2. BELLOSO, BEATRIZ I	D	APDG 359	MARACAIBO, VENEZUELA 0000
3. IRIONDO, A J	V/P	824 PONCE DE LEON BLVD	CORAL GABLES, FL 0000

7. Name and Address of Current Registered Agent

IRIONDO, ANDRES J.
824 PONCE DE LEON BLVD., SUITE 200
CORAL GABLES, FLORIDA 33134

8. Name and Address of New Registered Agent

Street Address (Do NOT Use P.O. Box Number)
City, State and Zip Code

9. Pursuant to the provisions of Sections 901.014 and 901.037, Florida Statutes, the above-named corporation organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered officer or registered agent, or both, in the state of Florida. Such change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent, I am familiar with and accept the obligations of Section 901.125, F.S.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

\$1.00 additional fee required for Registered Agent changes.

10. See signature restrictions which are printed on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Partner or Trustee, Empowered to Execute This Report as Required by Chapter 100, F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath. (Officer signing must be listed in Block 6)

Signature *Andres J. Iriondo* Date 3-8-85
Typed Name of Signing Officer ANDRES J. IRIONDO Title Vice-President Telephone Number 446-3177

11. Should you desire a certificate of status check the box. CERTIFICATE OF STATUS DESIRED

\$5 additional fee required for a Certificate of Status