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Apr 22 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 # F54268 (0)

1. Corporation Name
SHAMIRA - POMPANO HOLDING, INC.

Principal Place of Business
234 EGLINTON AVE., EAST
SUITE 606
TORONTO, ONT. CANADA 20436-6255

Mailing Address
234 EGLINTON AVE., EAST
SUITE 606
TORONTO, ONT. CANADA 20436



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/20/1981		3a. Date of Last Report 07/11/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 98-0056568		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
25	Country	30	Country				

9. Name and Address of Current Registered Agent

FEIG, MARC I.
8000 PETERS ROAD
SUITE 101
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name SHAMIRA KLEIN
82 Street Address (P.O. Box Number is Not Acceptable)
610 BEDZOW, KORN & RAN, P.A.
83 20803 BISCAYNE BLVD SUITE 200
84 City Aventura FL 85 Zip Code 33180

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 *Shamira Klein*
Signature of registered agent or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, VIKTOR	1.2 NAME	
STREET ADDRESS	234 EGLINTON AVE.E.#606	1.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO, ONTARIO,CANAD	1.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, HAIM	2.2 NAME	
STREET ADDRESS	234 EGLINTON AVE.E.#606	2.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO, ONTARIO,CANAD	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	KLEIN/VIKTOR
STREET ADDRESS		3.3 STREET ADDRESS	234 Eglinton Avenue, #606
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Toronto, Ontario, Canada
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	KLEIN/HAIM
STREET ADDRESS		4.3 STREET ADDRESS	234 Eglinton Avenue, #606
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Toronto, Ontario, Canada
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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: *Viktor Klein* 1/31/97 (416) 482-5833
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)