

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

APPROVED *paig*
AND
FILED

1996 JUN -6 PM 12: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001853573
-06/06/96--01058--026
***233.75 ***233.75

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # F-79113

1. Corporation Name
PROPESA, INC.

Principal Place of Business 999 S. Bayshore Drive Suite 1608 Miami, Florida 33131	Mailing Address 999 S. Bayshore Drive Suite 1608 Miami, Florida 33131
--	--

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 4/8/82	3a. Date of Last Report 1/5/94
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-2181180	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Country	29. Country	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

Elsa Perez
999 S. Bayshore Drive
Suite 1608
Miami, Florida 33131

10. Name and Address of New Registered Agent

81. Name ELSA LOPEZ	85. Zip Code 33131
82. Street Address (P.O. Box Number is Not Acceptable) 801 Brickell Avenue, Suite 210	
83. City Miami	
84. State FL	

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

Leonidas Abaunza
Leonidas Abaunza as Attorney in Fact for Elsa Lopez, Registered Agent

6/5/96

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	President and Secretary Elsa L. Perez 999 S. Bayshore Drive, Ste. 1608 Miami, Florida 33131	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	President and Secretary Elsa Lopez 801 Brickell Avenue, Suite 210 Miami, Florida 33131
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice President Ramon Cornelio 999 S. Bayshore Drive, Ste. 1608 Miami, Florida 33131	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Vice President Ramon Cornelio 801 Brickell Avenue, Suite 210 Miami, Florida 33131
TITLE NAME STREET ADDRESS CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

Leonidas Abaunza
Leonidas Abaunza, as Attorney in Fact for Elsa Lopez, President

6/5/96 (305) 374-3472

Daytime Phone #

CR2E034 (12/95)

WSP
6/6/96

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS :

That I, Elsa López as individual and also as President of PROPESA INC., of Lima, Perú do by these presents hereby make, constitute and appoint LEONIDAS ABAUNZA of Miami, Florida true and lawful attorney in fact for me (us) and in my (our) name (s), place and stead, to represent me in the reorganization of my investments located in the United States to wit :

- 1) Apartment located at 999 South Bayshore Dr., Unit 1608, Miami, Florida 33131.
- 2) Warehouse located at 12316 S.W. 131 Ave., Miami, Florida.
- 3) One or more banks accounts located in two banks in Miami, Florida.

My attorney in fact, hereby appointed, Leonidas Abarunza ins hereby specially, entitled and empowered to sell, transfer, dispose, settle the titles to the above real and personal properties; Sign lease contracts; collect rents and interest from said properties and create partnerships, trusts, corporations and other entities to hold titles to said properties.

Giving and granting unto said attorney in fact full authority and power to do and perform any and all other acts necessary or incident to the performance and execution of the powers herein expressly granted, with power to do and perform all acts authorized hereby as fully to all.

as the grantor (s) might or could do if personally present,
with full power of substitution.

In testimony whereof, I (we) have hereunto set my (our) hand
this _____

Witnesses :


GLADYS GARCIA HOUBORN


ELSA LOPEZ

CERTIFICO QUE LA FIRMA QUE ANTECEDE CORRESPONDE A DOÑA ELSA
LOPEZ PEREZ, IDENTIFICADA CON L.E. 10477582. SE LEGALIZA LA
FIRMA MAS NO EL CONTENIDO DEL DOCUMENTO. LIMA 13 DE OCTUBRE
DE 1995.


JORGE E. VELARDE SUSSONI
Abogado-Notario Público de Lima



CARLOS ENRIQUE BECERRA PALOMINO, - DECANO DEL COLEGIO
DE NOTARIOS L. LIMA, CERTIFICO Que la firma y sellos
que aparecen en el anverso de esta foja corresponden al
Notario de Lima doctor Jorge E. Velarde Susson
en actual ejercicio,

Lima 18 de octubre de 1995

rob.: 16305

COLEGIO DE NOTARIOS DE LIMA

Carlos Enrique Becerra Palomino
DECANO



MINISTERIO DE RELACIONES EXTERIORES DEL PERU
DIRECCION DE LEGALIZACIONES

No.

494946

Se Legaliza la Firma que aparece del Sr.

CARLOS E. BECERRA PALOMINO

Quien acompaña los documentos que certifica

Nota: Se Legaliza la Firma que aparece a
juzgar el contenido del documento.

Lima

31 OCT 1995

Director General
DIRECCION DE LEGALIZACIONES



Republic of Peru)
Province and City of Lima) SS:
Embassy of the)
United States of America)

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was, on this day, empowered to act in the official capacity designated in the annexed document, to which faith and credit are due.

ANTONIETA SALAZAR GUZMAN



Julie A. Grant
Consul of the

United States of America

NOVEMBER 27, 1995
Date