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Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90106 001 *1,050.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F85972

1. Corporation Name
SOUTH MOTORS BUICK, INC.

Principal Place of Business
 16215 S. DIXIE HIGHWAY
 MIAMI FL 33157

Mailing Address
 16215 S. DIXIE HIGHWAY
 MIAMI FL 33157

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

06/18/1982

4. FEI Number

59-2196155

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip Country

9. Name and Address of Current Registered Agent

HOFFMAN, LARRY J.
 1221 BRICKELL AVENUE
 MIAMI FL 33131

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE SD DELETE
 NAME HOFFMAN, LARRY J
 STREET ADDRESS 1221 BRICKELL AVE
 CITY-ST-ZIP MIAMI FL

TITLE CD DELETE
 NAME DASCAL, CHARLES
 STREET ADDRESS 1801 SW 1ST STREET
 CITY-ST-ZIP MIAMI FL

TITLE AS DELETE
 NAME HILTON, JOHN
 STREET ADDRESS 16165 S. DIXIE HWY
 CITY-ST-ZIP MIAMI FL

TITLE PCD DELETE
 NAME VILLAMANAN, MANUEL
 STREET ADDRESS 16165 S. DIXIE HWY
 CITY-ST-ZIP MIAMI FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change 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 2 or Block 13 if changed, or on an attached sheet with an address, with all other like empowered.

SIGNATURE:

[Signature]

PRESIDENT

4-12-99

305-256-2317

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)